

The Duke Saloon

702380-44

167968

TRA

TRA 2014



Job # 702380-44

July 30, 2014
The Duke Saloon Ltd.
Via email: ron@hamptonco.ca

Attention: Ron Hampton

Re: Application to Transfer Licence – Step 5: Licence Approved
Establishment Name: The Duke Saloon
Liquor Primary Licence # 167968
Establishment Location: 502 Discovery Street, Victoria

Your application to transfer the above-noted licence has been approved.

The licence has been transferred from Rehab Nightclub Ltd. to The Duke Saloon Ltd. The establishment name has been changed from Rehab Nightclub to The Duke Saloon. A copy of the validated floor plan is attached and an updated licence will be mailed separately.

As indicated in the *Guide for Liquor Licensees in British Columbia*, your licence and floor plan(s) must be posted in a prominent location and readily available for inspection police officers and liquor inspectors. A list of all managers and staff that have completed the Serving it Right program must also be kept available. This may be in the form of a list of names and certificate numbers, or photocopies of the certificates.

The details of your liquor licence – who you are, the location, size, and layout of your establishment, etc. – are all critical factors in the decision to grant your licence. Before making any changes to the establishment or business ownership you must have approval from the Liquor Control and Licensing Branch (Branch). For more information, please refer to the Branch website at <http://www.pssg.gov.bc.ca/lclb> or contact the Branch at 1-866-209-2111.

Your licence(s) will expire on May 31, 2015. Two months before the licence(s) expires, a renewal notice will be sent to the establishment mailing address identified on your application. Please ensure you notify the Branch immediately if your establishment mailing address changes. Failure to pay your annual licence fee before the expiry date will result in a \$200.00 late fee. If your fees are not paid within thirty (30) days of the expiry date, you will not be able to renew your liquor licence. Please note that you will not be able to purchase or sell liquor after the expiry date on your licence.

If you have any questions, please contact me at 250-952-7057 or toll-free at 1-866-209-2111.

Sincerely,

Katie Ray-Wilks, Case Manager

cc: Robert Scott, Inspector (via email)
Jay Blackwell, Regional Manager (via email)
Victoria Police (Fax: 250-384-1362)
CFSEU, Attn: Open Source (Fax: 778-290-6101)

**Liquor Control and
Licensing Branch**

Mailing Address:
PO Box 9292 Stn Prov Govt
Victoria BC V8W 9J8
Telephone: 250 952-5787
Facsimile: 250 952-7066

Location:
4th Floor, 3350 Douglas Street
Victoria, BC
<http://www.pssg.gov.bc.ca/lclb>

TRANSFER OF LIQUOR LICENCE

All Licence Types

Liquor Control and Licensing Form LCLB001c

INSTRUCTIONS: Complete all applicable fields, attach required documents and submit with payment as outlined in Part 9. You may complete this form one of three ways: 1) at your computer, then print; 2) by hand - print clearly using dark ink; or 3) online through the OneStop business registry at <http://onestop.gov.bc.ca> if you are transferring a food primary.

- If you have any questions about completing this application, call the Branch toll-free at **1-866-209-2111**
- Allow **4 to 6 weeks** for LCLB to review and process your application.
- Download forms and supporting materials referred to in this document from: www.pssg.gov.bc.ca/lclb

NOTE: Transfer of a Liquor Primary Club Licence or a VQA Wine Store Licence is **NOT** permitted.

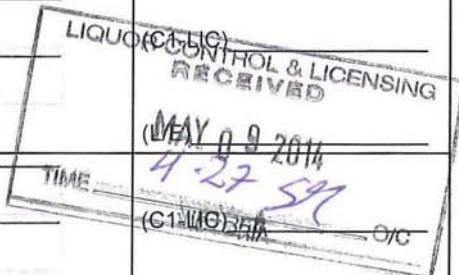
EOL
MAY 13 2014

PART 1: Licence Type(s) to be Transferred

(Please check (☑) all that apply)

This Column Office Use ONLY

<input type="checkbox"/> Food Primary	Licence Number: _____ 2nd Licence Number (if more than one transferred): _____ Will you be changing the Establishment/Licence name? <input type="checkbox"/> Yes <input type="checkbox"/> No	(C1-LIC) _____ (L/E) _____
<input checked="" type="checkbox"/> Liquor Primary	Licence Number: 167968 2nd Licence Number (if more than one transferred): _____ Will you be changing the Establishment/Licence name? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	(C1-LIC) 702380 44 (L/E) _____
<input type="checkbox"/> Licensee Retail Store	Licence Number: _____ 2nd Licence Number (if more than one transferred): _____ Will you be changing the Establishment/Licence name? <input type="checkbox"/> Yes <input type="checkbox"/> No	(C1-LIC) _____ (L/E) _____
<input type="checkbox"/> Manufacturer (Brewery, Distillery or Winery [on-site retail store and agent included])	Licence Number: _____ 2nd Licence Number (if more than one transferred): _____ Will you be changing the Establishment/Licence name? <input type="checkbox"/> Yes <input type="checkbox"/> No	(C1-LIC) _____ (L/E) _____
<input type="checkbox"/> UBrew/UVin	Licence Number: _____ 2nd Licence Number (if more than one transferred): _____ Will you be changing the Establishment/Licence name? <input type="checkbox"/> Yes <input type="checkbox"/> No	(C1-LIC) _____ (L/E) _____
<input type="checkbox"/> Catering	Licence Number: _____ Will you be changing the Business/Licence name? <input type="checkbox"/> Yes <input type="checkbox"/> No	(C1-LIC) _____ (L/E) _____
<input type="checkbox"/> Agent	Licence Number: _____ (Note: An Agent's licence that shares a licence number with a manufacturer cannot be transferred without transferring the manufacturer's licence.)	(C1-LIC) _____
<input type="checkbox"/> Wine Store	Licence Number: _____	(C1-LIC) _____



NOTE: Signs should not be ordered prior to approval of the establishment/business name by the Liquor Control and Licensing Branch. For additional licences of any type, please type (or carefully print) details here:

IMPORTANT: An expired licence **CANNOT** be transferred. To avoid late fees or the licence expiring, ensure that licence renewal fees have been paid in full. There is a 30-day period after the licence expires to submit the licence fee and a \$200 late fee. After 30 days, the licence will not be renewed or transferred. The applicant must apply for a new licence. Contact LCLB to verify the licence expiry date.

PART 2: Application Contact Information

The applicant authorizes the person below to be the primary contact for the duration of the application process only.

Name: Ron Hampton Phone number: 250-385-9525
Fax number: 250-385-9526 E-mail address: ron@hamptonco.ca

PART 3: Applicant Information

Applicant Name: The Duke Saloon Ltd.
Business Number: 816747034 Contact Person: Ron Hampton
Applicant Mailing Address: 1009 Cook Street Victoria BC V8V 3Z6
(all correspondence will be sent to this address) Street City Province Postal Code
Applicant Phone # with area code and extension: 250-385-9525
Applicant Fax with area code: 250-385-9526 Applicant E-mail: ron@hamptonco.ca

***NOTE:** Prior to licensing applicants must have a Canada Revenue Agency issued **Business Number** in place in the legal name of the applicant for the liquor licence. This is the first 9 digits of your 15 digit GST/HST registration number. If you don't have a GST/HST registration number, you can apply for one through the Canada Revenue Agency at <http://www.cra-arc.gc.ca>.

1. Do you or any of your shareholders currently hold, have held, or have previously applied for a British Columbia liquor licence. Please check (X) one:

☐ No, I do not currently hold - and have never held or applied for - a British Columbia liquor licence.

☒ Yes, I currently hold a British Columbia liquor licence, or I have held or applied for one in the past. If Yes, provide details of current or previous licence(s) or previous applications (date held, licence #(s), location, type of licence and name of establishment(s):

Doreys Pub #312046 Nov. 30/09 1127 Wharf Street Victoria BC Liquor Primary
Upstairs Cabaret #300068 Nov. 30/09 15 Barton Square Victoria BC Liquor Primary
Doreys Pub #312732 Apr. 3/14 737 Goldstream Av. Victoria, BC Liquor Primary

2. Do you hold a Rural Agency Store Appointment? Please check (X) one:

☒ No, I do not currently hold a Rural Agency Store Appointment.

☐ Yes, I currently hold a Rural Agency Store Appointment.

3. Do you, or any of your shareholders, have any connection, financial or otherwise, direct or indirect, with a UBrew/Uvin, distillery, brewery or winery, Liquor Primary, Food Primary, Catering, Licensee Retail Store or Wine Store? Please check (X) one:

☐ No, I do not have any connection, financial or otherwise, directly or indirectly.

☒ Yes, I acknowledge a connection, financial or otherwise, directly or indirectly. If Yes, provide details:

Same as Part 3 1. above

PART 4: Type of Business

There are six types of businesses identified here. Choose (X) the type of business used to operate the establishments you are transferring. Beneath the type of business you indicate are a list of documents to submit with this application.

☐ Sole Proprietorship

The sole proprietor must submit the following documents with this application:

☐ a completed Consent for Disclosure of Criminal Record Information (RCMP GRC3584) form,

☐ a completed Personal History Summary and Consent to Criminal Record Search (LCLB004) form and required documents noted on form

☐ Society

The society's annual membership fee is: \$ The society has members.

The following documents are required and must be attached to this application:

☐ Certificate of Incorporation under the Society Act,

☐ current list of officers and directors,

Plus the top four executive officers must submit:

☐ a completed Consent for Disclosure of Criminal Record Information (RCMP GRC3584) form, and

☐ a completed Personal History Summary and Consent to Criminal Record Search (LCLB004) form and required documents noted on form



☒ **Private Corporation**

The following documents are required for this type of business and must be submitted with this application:

- ☒ Certificate of Incorporation,
- ☐ Extra-provincial registration, if your business is located outside British Columbia,
- ☒ Central Securities Register,
- ☒ Notice of Articles, and
- ☒ Special Rights and Restrictions within the articles of incorporation that detail the class and types of shares and whether or not each class or type of share has voting privileges (if the information is not already included in the Notice of Articles).

And, if one of the shareholders is a private corporation, a public corporation, a society or a partnership, submit all the documents listed under that business type.

Plus, all shareholders (individuals) holding 10% or greater interest in the applicant corporation must submit all the documents listed:

- ☒ a completed Consent for Disclosure of Criminal Record Information (RCMP GRC3584) form,
- ☒ a completed Personal History Summary and Consent to Criminal Record Search (LCLB004) form and required documents noted on form

Note: Shareholders (individuals) holding less than 10% interest in the applicant corporation must provide their full legal name and date of birth in the space provided below or on a separate sheet of paper.

☐ **Partnership**

Please check ☒ if you are a ☐ Registered Partnership or a ☐ Non-Registered Partnership

List Partners in the space provided below:

PARTNER 1: Percentage of Ownership:	<input type="text"/>	Legal Name:	<input type="text"/>
PARTNER 2: Percentage of Ownership:	<input type="text"/>	Legal Name:	<input type="text"/>
PARTNER 3: Percentage of Ownership:	<input type="text"/>	Legal Name:	<input type="text"/>
PARTNER 4: Percentage of Ownership:	<input type="text"/>	Legal Name:	<input type="text"/>

If there are more than four partners, provide same information for other partners on separate sheet and attach. If one or more of the partners are a private corporation, a public corporation or a society, submit all the documents listed under that business type with this application.

Plus, each partner (individual) must submit:

- ☐ a completed Consent for Disclosure of Criminal Record Information (RCMP GRC3584) form,
- ☐ a completed Personal History Summary and Consent to Criminal Record Search (LCLB004) form and required documents noted on form

For a registered partnership the following documents are required and must be submitted with this application:

- ☐ Statement of Registration of General Partnership, OR
- ☐ Partnership Agreement or Joint Venture Agreement.



☐ **Public Corporation**

Check box ☒ if your shares are publicly traded: ☐

The following documents are required for this type of business and must be submitted with this application:

- ☐ Certificate of Incorporation,
- ☐ Extra-provincial registration, if your business is located outside British Columbia, and
- ☐ List of Directors and Officers.

Plus, for the four top executive officers in your public corporation, attach:

- ☐ a completed Consent for Disclosure of Criminal Record Information (RCMP GRC3584) form,
- ☐ a completed Personal History Summary and Consent to Criminal Record Search (LCLB004) form and required documents noted on form

☐ **Other**

This includes entities incorporated through Federal or Provincial legislation. Examples: Local Government, First Nations, colleges, universities, etc. Contact the Branch to discuss documentation requirements.

PART 5: Licence Information

Provide the following information for EACH licence being transferred.

Licence 1

Licence number:	167968	Date Licence expires:	05/31/2014
		Month/Day/Year	
Current establishment name:	Rehab Nightclub	Proposed establishment name:	The Duke Saloon
Current licence name (if different):		Proposed licence name:	The Duke Saloon
Establishment physical address:	502 Discovery Street	Victoria	BC V8T 1G8
	Street	City	Province Postal Code
Establishment Mailing address:	1009 Cook Street	Victoria	BC V8V 3Z6
(if different from above)	Street	City	Province Postal Code
Contact Name:	Ron Hampton	Business e-mail:	ron@hamptonco.ca
Business Phone # with area code and extension:	250-385-9525	Business fax with area code:	250-385-9526

Licence 2

NOTE: Only the Licence number and the licence expiry date needs to be submitted if the rest of the information is the same as above.

Licence number:		Date Licence expires:	
		Month/Day/Year	
Current establishment name:		Proposed establishment name:	
Current licence name (if different):		Proposed licence name:	
Establishment physical address:			
	Street	City	Province Postal Code
Establishment Mailing address:			
(if different from above)	Street	City	Province Postal Code
Contact Name:		Business e-mail:	
Business Phone # with area code and extension:		Business fax with area code:	

(If more than two licences are being transferred, provide the same information on a separate sheet and attach to this application.)

PART 6: Resident Manager

(Complete this section for each resident manager employed for each licence)

A licensee who does not reside in BC or who will not be present to manage the day to day business must hire an individual to manage the establishment. The resident manager must be an employee of the licensee, a resident of BC, a Canadian citizen or lawfully admitted to Canada under the Immigration and Refugee Protection Act (Canada) for permanent residence, and must be 19 years of age or over.

Licence 1

Legal Name of Resident Manager:		Licence #:	
	(Last)		(Given Names)

Licence 2

Legal Name of Resident Manager:		Licence #:	
	(Last)		(Given Names)



Submit the following documents relating to each resident manager with this application.

- ☐ a completed Consent for Disclosure of Criminal Record Information (RCMP GRC3584) form,
- ☐ a completed Personal History Summary and Consent to Criminal Record Search (LCLB004) form and required documents noted on form

(If additional resident managers will be employed for other licenses being transferred, provide the same information on a separate sheet and attach to this application.)

PART 7: Additional Requirements and Information

In addition to information on this form, for **EACH** licence being transferred, please attach:

- ☒ Sketches or pictures of the signs for proposed use at the establishment if you are changing the name of the establishment.
- ☒ A copy of an *Agreement to Transfer Licence To New Owner* (LCLB001d) signed by the current licensee for each licence being transferred. **NOTE: A transfer of licence cannot be completed without this form.**

Licensee Retail Stores or Wine Stores: Please provide a copy of the Certificate of Title, fully executed lease, offer to purchase, or offer to lease in the applicant's name. **NOTE:** If you provide an offer to purchase or lease, the transfer of licence will not be approved until a Certificate of Title or fully executed lease is provided to the Branch.

Gaming Facility with Food Primary or Liquor Primary Licences: In order to be eligible for the transfer of ownership of a food primary or liquor primary licence located at a gaming establishment, the applicant must have a letter of support from the British Columbia Lottery Corporation (BCLC). The BCLC will issue a letter of support with approval in principle to the liquor licence applicant if they are satisfied that the applicant has met their criteria. The letter of support must accompany the application for transfer of the food primary or liquor primary licence.

Manufacturers: Please contact the Liquor Distribution Branch (LDB), Canada Revenue Agency (CRA) and any other relevant external agencies to advise them of your intention to transfer the licence(s) and ensure their requirements are met.

Independent Agents: You must advise the Liquor Distribution Branch of your intention to transfer the licence.

Motor Vessels: If your liquor licence is located on a motor vessel you must provide:

- ☐ A copy of the captain's accreditation certificate, and
- ☐ A copy of registration and safety certificates. Motor Vessels – Passenger Vessels: Transport Canada Passenger Vessel Inspection Certificate; Charter Vessel: Small Vessel Regulation Certificate or a Courtesy Examination for Pleasure Craft.

For any changes to the shareholders, hours of liquor service, layout of the establishment, or the addition of a Third Party Operator, complete and include in this package the applicable Liquor Control and Licensing forms and fees:

- ☐ To apply for a change to the shareholders, directors, licensee name or to add a receiver or executor, use the *Application for a Permanent Change to a Licensee* (LCLB005a).
- ☐ To apply to change the liquor licence, such as a change to the establishment name or hours of sale, use *Application for a Permanent Change to a Liquor Licence* (LCLB005b).
- ☐ To apply for alterations or additions to a licensed establishment (structural changes), use an *Application for a Structural Change*. For Liquor Primary, Liquor Primary Club and Winery Endorsements, use form LCLB012a; for Food Primary, use LCLB012b; for Manufacturer, use LCLB013; for Wine Store and Licensee Retail Store, use LCLB012c.
- ☐ To apply to have a third party management firm or lessee operate your licensed establishment, use the *Application to Add or Change a Licensee's Third Party Operator* (LCLB026)

Please complete Parts 8 and 9...



PART 8: Declaration of Signing Authority Including Valid Interest

My signature, as Applicant, indicates that, with respect to the establishment:

- I am the owner of the business to be carried on at the establishment or the portion of the establishment to be licensed.
- I am the owner or lessee of the establishment or portion of the establishment to be licensed. If I have an option/offer to lease the establishment, or portion of the establishment to be licensed, prior to a licence being issued, I will obtain a completed lease that will not expire for a minimum of 12 months after the date the licence is issued.
- I understand that the general manager has the right to request the following documentation supporting valid interest at any time and I agree to provide the requested documentation in a timely manner upon request:
 - If the applicant owns the property, a Certificate of Title in the applicant's name.
 - If the applicant is renting or leasing, a fully executed lease or assignment/offer of lease which does not expire for at least 12 months from the date the licence is issued. An offer for rent/lease must show rent paid, have a term and an expiry date and be signed by both the applicant and the property owner.
 - If the applicant is buying the land and the building(s), a copy of the offer or option to purchase the property and building(s). An offer must show price paid, have a term and expiry date, and be signed by both the applicant and the property owner.
- I understand that loss of valid interest at any time while holding a licence is reason for the general manager to consider cancelling the licence.
- I understand that I must advise the branch immediately if at any time the potential exists to lose valid interest either during the licensing process or once a licence has been issued.
- I understand that the name(s) on documentation demonstrating valid interest must be identical to the applicant name(s).
- As the licensee, I will be accountable for the overall operation, for all activities within the establishment and will not allow another person to use the licence without having first obtained a written approval from the general manager.
- For licensees with a catering licence or endorsement: I will be accountable for the overall operation, for all activities at catered events and will not allow another person to use the licence without having first obtained a written approval from the general manager.
- I understand that a licence can only be renewed if I am the owner of the business carried on at the licensed establishment and I am the owner or lessee of the licensed portion of the establishment.
- **I solemnly declare that the statements in this declaration and all the application documents are true and complete to the best of my knowledge.**

Signature of any shareholder of a private corporation, signing officer of a public corporation or society, sole proprietor or **all** individuals in a partnership is required below:

Note: An agent, lawyer, resident manager or third party operator **may not** sign the declaration on behalf of the applicant.

Name of Official: Hampton/Ronald/William Position: Director Date: 07/05/2014
(last / first / middle) (Day/Month/Year)

Signature: _____
Name of Official: _____ Position: _____ Date: _____
(last / first / middle) (Day/Month/Year)

Signature: _____
Name of Official: _____ Position: _____ Date: _____
(last / first / middle) (Day/Month/Year)

Signature: _____
Name of Official: _____ Position: _____ Date: _____
(last / first / middle) (Day/Month/Year)



Signature: [Handwritten Signature] May 7/14

Section 15(2) of the Liquor Control and Licensing Act states: "A person applying for the issue, renewal, transfer, or amendment of a licence who fails to disclose a material fact required by the form of application or makes a false or misleading statement in the form of application commits an offence".

False declaration of valid interest is reason for the general manager to consider terminating the licence application and/or cancelling the licence.

PART 9: Application Fee - \$330.00 (non-refundable) \$330 per licence x 1 of licences = \$ 330.00

In accordance with Payment Card Industry Standards, the branch is no longer able to accept credit card information via email.

Payment is by (check (X) one):

☐ Cheque, payable to Minister of Finance (if cheque is returned as non-sufficient funds, a \$30 fee will be charged)

☐ Money order, payable to Minister of Finance

☒ Credit card: ☒ VISA ☐ MasterCard ☐ AMEX

☐ I am submitting my application by email and I will call with my credit card information. I will call Victoria Head Office at 250-952-5787 or 1-866-209-2111 and understand that no action can proceed with my application until the application fee is paid in full.

☒ I am submitting my application ^(hand delivered) by fax or mail and have given my credit information in the space provided at the bottom of the page.

Liquor Control and Licensing Branch

Location: 4th Floor, 3350 Douglas St., Victoria BC V8Z 3L1

For Mail Only: PO Box 9292 Stn Prov Govt Victoria, BC V8W 9J8

Toll-Free Phone: 866 209-2111 Fax: 250 952-7066 Web: www.pssg.gov.bc.ca/lclb E-mail: liquor.licensing@gov.bc.ca

PART 10: Is Your Application Package Complete?

Please ensure that you have enclosed the following:

- ☒ Completed Transfer of Liquor Licence form (LCLB001c).
- ☒ Completed Agreement to Transfer Licence To New Owner (LCLB001d).
(NOTE: A transfer of licence cannot be completed without this form)
- ☒ Application fee. (See PART 8 of this application form.)
- ☒ All business documents identified under your business type in PART 4.
- ☒ Completed Consent for Disclosure of Criminal Record Information (RCMP GRC3584) for all required individuals.
(Note: You must complete Part 1, 4 and 5 of the consent form and all category boxes must be initialised in section 5.) Refer to the LCLB website for information on criminal record searches: http://www.pssg.gov.bc.ca/lclb/LLinBC/criminal_record_search.htm
- ☒ Completed Personal History Summary and Consent to Criminal Record Search (LCLB004) forms for all required individuals.
- ☐ Statutory Declaration must be completed by all individuals that answered "Yes" to 2, 3 or 10 in the *Personal History Summary and Consent to Criminal Record Search* form (LCLB004).
- ☐ Driver's abstract (driving record) by all individuals that answered "Yes" to 9 or 10 in the *Personal History Summary and Consent to Criminal Record Search* form (LCLB004).
- ☒ Legible photocopy of primary proof of identity for all required individuals. Acceptable photo identification includes driver's licence from a Canadian jurisdiction, passport or BCID card.
- ☒ Sketch of proposed new signage (if any).
- ☐ Letter of support from BCLC if licensed establishments are located at a gaming facility.
- ☐ If transferring a Motor Vessel, documents relating to a licensed Motor Vessel, see PART 7.
- ☐ If transferring a Licensee Retail Store, a copy of the lease or Certificate of Title in the applicant's name.

IMPORTANT NOTE: Your COMPLETE application package must contain this application form with responses in all the applicable fields, all the required documentation AND the full fee. If your application is submitted incomplete, it will be returned to you and therefore cause a delay in the processing of your application.

In addition have you:

- ☒ Contacted the Liquor Distribution Branch, Canada Revenue Agency, or any other relevant agency regarding this transfer?

PART 11: What Happens Next?

1. You must submit a complete application package and application fee to Victoria Liquor Control and Licensing Branch Head Office.
2. The Liquor Control and Licensing Branch staff will review the application package for completeness and will advise you of any information/documentation required before the application can be considered complete. An incomplete application is held for 30 days.
3. If everything is in order, the local liquor inspector will be contacted and you will be required to participate in an interview with the inspector to discuss the terms and conditions of the licence.
4. The Inspector will notify the Victoria LCLB Head Office that the interview passed and that the licence will be transferred into the name of the new applicant.

Freedom of Information and Privacy Act - The information requested on this form is collected for the purpose of obtaining or making changes to a liquor licence application. All personal information is collected under the authority of Section 15 of the Liquor Control and Licensing Act (RSBC 1996, c.267). Questions should be directed to: Liquor Control and Licensing Branch, Freedom of Information Officer, PO Box 9292 STN PROV GOVT, Victoria, BC V8W 9J8. Ph: In Victoria, 250 952-5787 Outside Victoria, 1 866 209-2111. Fax: 250 952-7066

LCLB001c

7 of 7

Transfer of Liquor Licence - All Licence Classes

Credit Card Information (To be submitted by fax or mail only)

Name of cardholder (as it appears on card): Ronald Hampton



AGREEMENT TO TRANSFER LIQUOR LICENCE(S) TO NEW OWNER All Licence Types

Liquor Control and Licensing Form LCLB001d

INSTRUCTIONS: Complete all applicable fields, attach required documents and submit to the Liquor Control and Licensing Branch. You may complete this form, one of three ways: 1) at your computer, then print; 2) by hand - print clearly using dark ink; or 3) online through the OneStop business registry at <http://onestop.gov.bc.ca> if you are transferring a food primary licence. If you have any questions about completing this application, call the Branch toll-free at 1-866-209-2111.

PART 1: Current Licensee's Business Information

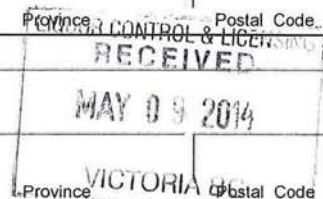
Licensee Name: PALOMINO'S THE ROCK'N HORSE CABARET LTD.

Business #: 13619 2069 BC0001

Contact Phone #
with area code: 250-388-3000

PART 2: Licence(s) to be Transferred (Please check (✓) all that apply)

<input type="checkbox"/> Food Primary			
1. Licence #:	Expiry Date: (Month/Day/Year)	Establishment name:	
Establishment physical address:	Street	City	Province Postal Code
2. Licence #:	Expiry Date: (Month/Day/Year)	Establishment name:	
Establishment physical address:	Street	City	Province Postal Code
<input checked="" type="checkbox"/> Liquor Primary			
1. Licence #:	Expiry Date: (Month/Day/Year)	Establishment name:	
Establishment physical address:	Street	City	Province Postal Code
2. Licence #:	Expiry Date: (Month/Day/Year)	Establishment name:	
Establishment physical address:	Street	City	Province Postal Code
<input type="checkbox"/> Licensee Retail Store			
1. Licence #:	Expiry Date: (Month/Day/Year)	Establishment name:	
Establishment physical address:	Street	City	Province Postal Code
<input type="checkbox"/> Manufacturer (Brewery, Distillery or Winery [on-site retail store and agent included])			
Licence #:	Expiry Date: (Month/Day/Year)	Establishment name:	
Establishment physical address:	Street	City	Province Postal Code
<input type="checkbox"/> UBrew/UVin			
Licence #:	Expiry Date: (Month/Day/Year)	Establishment name:	
Establishment physical address:	Street	City	Province Postal Code
<input type="checkbox"/> Catering			
Licence #:	Expiry Date: (Month/Day/Year)	Business name:	
Business location address:	Street	City	Province Postal Code



<input type="checkbox"/> Agent	Note: An Agent's licence that shares a licence number with a manufacturer cannot be transferred without transferring the manufacturer's licence.	Licence #: _____	Expiry Date: _____ <small>(Month/Day/Year)</small>
<input type="checkbox"/> Wine Store			
Licence #: _____	Expiry Date: _____ <small>(Month/Day/Year)</small>	Establishment name: _____	
Establishment physical address: _____	Street _____	City _____	Province _____ Postal Code _____

(If you are transferring more than two licenses in a licence class, or for additional licenses of any type please use a separate sheet and attach to this agreement)

PART 3: New Applicant Information

PLEASE PROVIDE A COPY OF THIS COMPLETED FORM TO THE NEW APPLICANT FOR THEIR RECORDS.

Applicant Full Name: THE DUKE SALOON LTD.

Applicant Phone # _____
with area code: 250-385-9525

Applicant E-mail: ron@hamptonco.ca

Contact Person: Ron Hampton

Contact Person Title/Position: Director

PART 4: Agreement to Transfer Licence(s)

(Signature of signing officer of a company or society, sole proprietor or all individuals in a partnership is required here.)

I (we) hereby relinquish all rights, title and interest in the above licence when the general manager transfers the licence to the applicant. Until that time I (we) acknowledge that I (we) remain responsible as the licensee.

Full name of current owner: PALOMINO'S THE ROCK'N HORSE CABARET LTD.

Date: 07/04/2014
(Day/Month/Year)

Signature: _____

Full name of current owner: Perry Farnthorpe

Date: _____
(Day/Month/Year)

Signature: _____

Proposed new owner: THE DUKE SALOON LTD.

Date: 7/5/2014
(Day/Month/Year)

Signature: _____

Proposed new owner: _____

Date: _____
(Day/Month/Year)

Signature: _____

(If there are more than two owners please use a separate sheet and attach to this application.)



PART 5: What Happens Next?

1. The licensee provides a copy of the completed copy of this form to the transfer applicant (new owner) for their records.
2. The licensee submits a complete copy of this form to the Liquor Control and Licensing Branch head office in Victoria.
3. The new owner submits a complete *Transfer of Liquor Licence* form (LCLB001c).
4. If an application has not been received from the new owner to transfer the liquor licence within 30 days from the date the agreement to transfer is received by the branch, a notice to cancel the liquor licence(s) will be issued.

Liquor Control and Licensing Branch

Location: 4th Floor, 3350 Douglas St., Victoria BC V8Z 3L1

For Mail Only: PO Box 9292 Stn Prov Govt Victoria, BC V8W 9J8

Toll-Free Phone: 866 209-2111 Fax: 250 952-7066 Web: www.pssg.gov.bc.ca/lclb E-mail: liquor.licensing@gov.bc.ca

Freedom of Information and Privacy Act - The information requested on this form is collected for the purpose of obtaining or making changes to a liquor licence application. All personal information is collected under the authority of Section 15 of the Liquor Control and Licensing Act (RSBC 1996, c.267). Questions should be directed to: Liquor Control and Licensing Branch, Freedom of Information Officer, PO Box 9292 STN PROV GOVT, Victoria, BC V8W 9J8. Ph: In Victoria, 250 952-5787 Outside Victoria, 1 866 209-2111. Fax: 250 952-7066



Liquor Control and Licensing Branch

Mailing Address:
PO Box 9292 Stn Prov Govt
Victoria BC V8W 9J8

Fourth Floor
3350 Douglas Street
Victoria BC

Telephone: (250) 952-5787
Fax: (250) 952-7066
<http://www.pssg.gov.bc.ca/lclb>

LIQUOR PRIMARY, FOOD PRIMARY OR CATERING INSPECTION INTERVIEW SHEET

JOB TYPE: Liquor Primary Change
JOB NO: 000702380-044
LICENCE NO: 167968
CHANGE TYPE: Transfer of Ownership (C1)

CASE MANAGER: Katie Ray-Wilks
INSPECTOR: Robert Scott
AIP LETTER:

Establishment Name: Rehab Nightclub
Licence Name: The Duke Saloon
Location Address: 502 Discovery Street
VICTORIA, BC V8T 1G8

Applicant Name: The Duke Saloon Ltd.
Third Party Operator:
Resident Manager:
Contact Name: Ron Hampton
Contact Phone No.: (250) 385-9525

Hours of Sale:

	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday	Sunday
Open	7:00 PM	7:00 PM	7:00 PM	7:00 PM	7:00 PM	7:00 PM	7:00 PM
Close	2:00 AM	2:00 AM	2:00 AM	2:00 AM	2:00 AM	2:00 AM	2:00 AM

Capacity: Person01

293

Endorsements:

Terms and Conditions: LP: see approval letters on the related job. FP: provide comment on page 3 of this report.

Applicant Questions:

1. ☒ Has the applicant or applicant name changed since the original application was submitted?

☒ No ☐ Yes If yes, provide details _____

Establishment Questions:

1. Has the establishment name or licence name(s) changed since the original application was submitted?

☐ No ☒ Yes If yes, provide information below.

New establishment name: THE DUKE SALOON

Previous licence name: _____ New licence name _____

Previous licence name: _____ New licence name _____

Declaration

I have today viewed the Liquor Control and Licensing Branch presentation entitled, "What You Need to Know About Your Liquor Licence" for my licence class.

I have also received a copy of the "Terms and Conditions - A Guide for Liquor Licensees in British Columbia" for my licence class.

As the holder of a British Columbia liquor licence, I am responsible for ensuring that I, and staff employed in my licensed establishment, understand and follow:

- the Liquor Control and Licensing Act
- the Liquor Control and Licensing Regulation
- "Terms and Conditions - A Guide for Liquor Licensees in British Columbia", for my licence class, and
- the terms and conditions printed on the face of my liquor licence or contained in letters from the Liquor Control and Licensing Branch general manager.

With the exception of my liquor licence certificate and letters addressed to me from the Liquor Control and Licensing Branch, I can obtain up-to-date copies of these documents on the branch web site at <http://www.pssg.gov.bc.ca/lclb>.

Print name:

Signature

Position

Date

JOEL FRIESEN
Rattapen

[Signature]

Owner / General Manager
Director

July 29/14
July 31/14

RBS:

"Serving it Right" training must be completed by the following individuals:

(inspector records ALL required individuals. If an individual has not completed RBS, leave Certificate # blank then the 120 days can be tracked)

Name: JOEL FRIESEN	Position: OWNER / PRESIDENT	Certificate #: 0000089538L
Name: Rattapen	Position: Director	Certificate #: _____
Name: _____	Position: _____	Certificate #: _____

Premises Report: complete for new FP/LP licences and licence transfers

Photographs: Date sent 2014/07/24 or ☐ Will send within 30 days (dates not in system)

Floor plans: ☒ Plans correct

☐ Marking lines adjusted, altered floor plans are attached. Date sent _____ (dates not in system)

☐ Establishment does not reflect approved floor plans, applicant advised to contact LCLB -

FINAL APPROVAL WITHHELD

Signs approved: ☐ Yes ☐ No Comments: Signs haven't been installed yet

Inspector comments: provided T's + e's / Stickers / Signs
One partition wall removed (see X's on Floor Plan)

Terms and Conditions:
None listed

Complete for new catering licences and catering endorsements

Photographs: ☐ Date sent _____

Adequate infrastructure and personnel to prepare and serve food: ☐

Food selection offered and advertising demonstrates liquor service secondary to food service: ☐

Health Permit Number: _____

Signs approved: ☐ Yes ☐ No Comments: _____

Inspector comments: _____

Terms and Conditions:

None listed

Completion / Authorization: complete for new licences and licence transfers

I have reviewed the information contained in this report and unless comments are noted above, find it to be in order. If final approval is withheld, please review identified concerns and determine whether another inspection will be required.

Approving Authority/Inspector: R. SCOTT

Date of Inspection: 2014/07/24

Licence effective date: ASAP

Licence expiry date: ✓

Local police detachment: VICTORIA POLICE DEPT. - #12 (Active)

Local Gov't: VICTORIA (CITY OF)

Liquor store location: STORE #1 GOVT ST Alternate(s): FORT ST.

Inspector Instructions: please enter details into system, photocopy this completed form and mail it to the licensee, mail original inspection sheet and any other materials (photos, floor plans etc.) to Victoria LCLB headquarters. **Please direct applicant to submit fees to Victoria headquarters using page 4 of this form.**



Liquor Control and Licensing Branch

Mailing Address:
PO Box 9292 Stn Prov Govt
Victoria BC V8W 9J8

Fourth Floor
3350 Douglas Street
Victoria BC

Telephone: (250) 952-5787
Fax: (250) 952-7066
<http://www.pssg.gov.bc.ca/lclb>

FEE PAYMENT INSTRUCTIONS

JOB TYPE: Liquor Primary Change
JOB NO: 000702380-044
LICENCE NO: 167968

CASE MANAGER: Katie Ray-Wilks
INSPECTOR: Robert Scott
ESTAB NAME: Rehab Nightclub

Payment instructions: if fee is owing, provide this sheet to applicant.

SEND THIS FORM AND REQUIRED LICENCE FEE TO LCLB HEADQUARTERS IN VICTORIA AS SOON AS POSSIBLE. Any delay in payment may delay your licence being issued.

Mailing Address:

Liquor Control and Licensing Branch
PO Box 9292 Stn Prov Govt
Victoria, BC V8W 9J8

Drop off location:

Liquor Control and Licensing Branch
Fourth Floor, 3350 Douglas St
Victoria, BC

Telephone: 250 952-5787

Facsimile: 250 952-7066

Licence fee amount: \$ _____ (inspector fills out)

Fees may be paid by cheque, money order, debit or credit card. Debit transactions can only be made in person at the Victoria head office. Submit the payment with the application form. Do not mail cash.

If paying by credit card, the applicant may MAIL OR FAX this form or TELEPHONE LCLB headquarters directly to provide the credit card number and expiry date. The applicant must quote the job number at the top of this page.

Enclosed Payment is by: (check one)

- ☐ cheque, payable to the Minister of Finance (A \$30.00 NSF fee will be charged for NSF cheques)
☐ money order, payable to the Minister of Finance
☐ VISA ☐ MasterCard ☐ American Express

Credit Card Number: _____ - _____ - _____ - _____ Expiry Date: ____ / ____

Name of Cardholder: _____

Signature of Cardholder: _____

Transfer of Ownership Checklist

Page 1

Establishment Name:	Rehab Nightclub.	
Licence #	167968	
Job #	702380-44	
Expiry	May 31/15	

1. APPLICATION REVIEW

APPLICANT INFORMATION

Applicant name:	The Duke Saloon Ltd.	Contact name:	Ron Hampton
Mailing Address:	1009 Cook Street Victoria BC V8V 3Z6		
Phone:	250-385-9525	Fax:	250-385-9526
		Email:	ron@hamptonco.ca
<input checked="" type="checkbox"/> BN 9# in the applicant's name:	<input checked="" type="checkbox"/> BN #:	816747034	

ESTABLISHMENT INFORMATION

Contact name:	
Mailing Address:	502 Discovery St V8T 1G8
Phone:	
Fax:	
Email:	

CONSULTANT INFORMATION

Name:		<input type="checkbox"/> Authorization received
		<input type="checkbox"/> Agent noted in Posse
Mailing address:		
Phone:		Fax:
Email:		

APPLICATION FORMS & SUPPORTING DOCUMENTS

<input checked="" type="checkbox"/> Establishment name change?	<ul style="list-style-type: none"> Proposed name: The Duke Saloon Copy of signage provided & meets requirements (use caution with FP & LRS names) File tagged to notify file room that the establishment name has changed
<input checked="" type="checkbox"/> Resident Manager info updated/confirmed:	<ul style="list-style-type: none"> Name of proposed resident manager OR if the licence already has an approved resident manager, have you confirmed they continue to be employed in this capacity by the proposed licensee
<input checked="" type="checkbox"/> Application form completed:	<ul style="list-style-type: none"> Ensure that all fields/questions have been completed as required Name and signature of proposed licensee verified
<input checked="" type="checkbox"/> Agreement to transfer:	<ul style="list-style-type: none"> Name and signature of current licensee verified
<input checked="" type="checkbox"/> 3 rd Party updated/confirmed	<ul style="list-style-type: none"> If the licence has a 3rd party operator, confirm whether the current 3rd party will continue to operate the licence for the proposed licensee and update/remove as required

Corporate documents:

1. The Duke Saloon Ltd.	2. Phantom	3. Universal
<input checked="" type="checkbox"/> Certificate of Incorporation	<input checked="" type="checkbox"/> Certificate of Incorporation	<input checked="" type="checkbox"/> Certificate of Incorporation
<input checked="" type="checkbox"/> Central Securities Register (priv. corp.)	<input checked="" type="checkbox"/> Central Securities Register (priv. corp.)	<input checked="" type="checkbox"/> Central Securities Register (priv. corp.)
<input type="checkbox"/> Notice of Articles (private corp.)	<input checked="" type="checkbox"/> Notice of Articles (private corp.)	<input type="checkbox"/> Notice of Articles (private corp.)
<input type="checkbox"/> List of Directors/Officers (public corp./society)	<input type="checkbox"/> List of Directors/Officers (public corp./society)	<input type="checkbox"/> List of Directors/Officers (public corp./society)

Note: If the Notice of Articles does not detail whether each class/type of share has voting privileges, then the applicant may also need to submit the Special Rights and Restrictions from within the Articles of Incorporation.

BC 0994538
Feb 21/14

BC 0866024
Nov 12/09

BC 0744104
Dec 22/05

Transfer of Ownership Checklist

Page 2

☐ Personal Consent forms:

Name:

s.22

CPIC

PH

ID

Stat Dec

☐ Valid Interest (LRS only)

☐ Additional info required from Motor Vessels

- ☐ Certificate of Title in the name of the applicant or offer to purchase
- ☐ OR lease or offer to lease; lease must show money exchanged as rent, start/end date, a term of at least 12 months, and be signed by both the landlord and the applicant
- ☐ Certificate of ownership & evidence of moorage for min. 12 months
- ☐ Captain's accreditation certificate
- ☐ Photo of registration & safety certificated:
 - ☐ Transport Canada Passenger Vessel Inspection Certificate (motor vessels)
 - ☐ Small Vessel Regulation Certificate or Courtesy Examination for Pleasure Craft (charter vessels)

2. ADMINISTRATIVE REVIEW

- | | |
|---|---|
| <input type="checkbox"/> C&E history: | <input type="checkbox"/> C&E report printed & reviewed for current licensee, for proposed licensee (if available) and for establishment. Discuss any concerns with supervisor. |
| <input checked="" type="checkbox"/> Tied houses: | <input type="checkbox"/> Check for any tied-house issues; bring forward as required. |
| <input type="checkbox"/> Applicant meets age/residency requirements | <input type="checkbox"/> All shareholders/individuals must be 19+ years old
<input type="checkbox"/> At least one must be a resident of BC; if not, a resident manager must be appointed |

DATA ENTRY

- | | |
|---|--|
| <input checked="" type="checkbox"/> Data entry for change complete: | <input type="checkbox"/> Split multiple licenses from shared establishments, if required
<input type="checkbox"/> Update all relevant info on 'chg. detail tab' |
|---|--|

3. INSPECTOR'S REVIEW

- | | |
|--|--|
| <input checked="" type="checkbox"/> Inspector's Review letter sent | <input type="checkbox"/> BF Date: _____
<input type="checkbox"/> Reminder: upload letter to docs tab, insert manual monitor |
|--|--|

4. FINAL ASSESSMENT

- | | |
|--|---|
| <input checked="" type="checkbox"/> Inspection docs reviewed. | <input type="checkbox"/> Reminder: ensure that BN # has been provided before application proceeds |
| <input checked="" type="checkbox"/> LE/Estab info updated in Posse | <input type="checkbox"/> Correct contact name, phone #, and mailing address |

5. DECISION

- | | |
|--|--|
| <input checked="" type="checkbox"/> Confirm all details on the face of the licence are correct | |
| <input checked="" type="checkbox"/> Print LE report | <input type="checkbox"/> Move old LE report to the back of the application package |
| <input checked="" type="checkbox"/> Validate floor plans (only if old stamp on back page) | <input type="checkbox"/> Scan validated plans into Posse
<input type="checkbox"/> File old plans at back of the application package |
| <input type="checkbox"/> In posse, move old licenses/floor plans to historic docs and ensure current docs are uploaded | |
| <input checked="" type="checkbox"/> If pictures have been received, ensure these are <u>dated</u> and filled appropriately | |
| <input checked="" type="checkbox"/> Applicant notified of decision | |

Multiple Files: use the following wording on the licensee ownership card and the notes tabs of the parent job and the legal entity: "Corp docs for (LE name) in (L#.....) – please ensure all corp docs are placed in this file."

Hatie



Liquor Control and Licensing Branch

Mailing Address:
PO Box 9292 Stn Prov Govt
Victoria BC V8W 9J8

Fourth Floor
3350 Douglas Street
Victoria BC

Telephone: (250) 952-5787
Fax: (250) 952-7066
<http://www.pssg.gov.bc.ca/lclb>

RECEIPT FOR PAYMENT

Applicant/Licensee Name: PALOMINO'S THE ROCK'N HORSE CABARET LTD.
Establishment Name: Rehab Nightclub
Receipt Address: 502 DISCOVERY ST.
VICTORIA, BC V8T 1G8

**Payment Receipt
2014-145833**

Date Paid: Tuesday, May 13, 2014
Location: Victoria
Payment Method: Visa s.22

Receipt Inquiries? Call LCLB Victoria Head Office toll free at 1-866-209-2111

1. Job No: 702380-44

Liquor Primary Change Application Fee (167968)	\$330.00
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TOTAL:	\$330.00
---------------	-----------------

Transfer



Business Details

May 13, 2014

Legal Name: THE DUKE SALOON LTD.

Legal Entity Details

BN9: 81674 7034

Business Type:

Trans. Date	BN Partner	Business Type	Business Sub-Type
FEB 21, 2014	CRA	Corporation	Business
FEB 21, 2014	BCRS	Corporation	Business

CRA Status:

Trans. Date	Effective Date	Status-Reason
FEB 21, 2014	FEB 21, 2014	Active -
FEB 21, 2014	FEB 21, 2014	Not Available -

Corporate Data

State:

Corporate Status:

Trans. Date	Effective Date	Status-Reason
FEB 21, 2014	FEB 21, 2014	Active - Incorporation

Certificate Data:

Trans. Date	BN Partner	Incorporation Date	Certificate	Jurisdiction
FEB 21, 2014	CRA	FEB 21, 2014	BC0994538	BC
FEB 21, 2014	BCRS	FEB 21, 2014	BC0994538	BC

Assumed Names

Trans. Date	Expiry Date	Name
-------------	-------------	------

Legal Names

Trans. Date	BN Partner	Name
FEB 21, 2014	CRA	THE DUKE SALOON LTD.
FEB 21, 2014	BCRS	THE DUKE SALOON LTD.

CRA Operating Names

Seq.	Trans. Date	Expiry Date	Name
------	-------------	-------------	------

CRA Physical Addresses

Trans. Date	Effective Date	Expiry Date	Address
FEB 21, 2014	FEB 24, 2014		1009 COOK STREET VICTORIA, BC V8V3Z6, Canada

CRA Mailing Addresses

Trans. Date	Effective Date	Expiry Date	Address
FEB 21, 2014	FEB 24, 2014		1009 COOK STREET VICTORIA, BC V8V3Z6, Canada

Program Accounts - BCRS

BN15: 81674 7034 BC 0001

Successor BN15:

Program Type: BCRS BC Corporation

Date Created: FEB 21, 2014

Account Status

Trans. Date	Effective Date	Status-Reason
FEB 21, 2014	FEB 21, 2014	Active - Incorporation

Cross Reference #: 0994538

Operating Names

Seq.	Trans. Date	Expiry Date	Name
------	-------------	-------------	------

Physical Addresses

Trans. Date	Effective Date	Expiry Date	Address
FEB 21, 2014	FEB 21, 2014		1009 COOK STREET VICTORIA, BC V8V3Z6, Canada

Mailing Addresses

Trans. Date	Effective Date	Expiry Date	Address
FEB 21, 2014	FEB 21, 2014		1009 COOK STREET VICTORIA, BC V8V3Z6, Canada



Job # 702380-44

June 11, 2014

The Duke Saloon Ltd.
Via email: ron@hamptonco.ca

Re: Application to Transfer Licence – Step 3: Inspector's Review
Proposed Establishment Name: The Duke Saloon
Liquor Primary Licence # 167968
Establishment Location: 502 Discovery Street, Victoria

Your application to transfer the above-noted licence is now at Step 3: Inspector's Review of the licensing process. This step requires you to contact **Robert Scott, Liquor Inspector at 250-952-5745 or via email to Robert.Scott@gov.bc.ca** to arrange for an education session and an establishment inspection. **The deadline for completing this step is July 11, 2014.**

To schedule an appointment you should contact the Inspector within the next seven days. The education session and establishment inspection must be completed by the deadline. If you cannot meet this deadline you will need to contact me directly to request an extension or your application may be terminated and the licence cancelled. If the application is terminated and the licence is cancelled, you will need to apply for a new licence to be able to serve liquor at your establishment.

At least one shareholder must be in attendance for the education session and the establishment inspection. Copies of the Serving it Right licensee certificate(s) must be available at the establishment inspection.

Please note that pursuant to section 16(1)(c) of the *Liquor Control and Licensing Act*, you must ensure that you have valid interest in the establishment in the same licensee name as stated on your licence.

After the Inspector's Review is completed, the application will move forward to Step 4: Final Assessment. All of the information obtained by the Liquor Control and Licensing Branch is taken into consideration. In Step 5: Applicant Advised of Decision, you will be advised whether the application has been approved. If the application is approved, a licence will be issued.

If you have any questions, please contact me at 250-952-7057 or toll-free at 1-866-209-2111.

Sincerely,

Katie Ray-Wilks
Case Manager

cc: Rob Scott, Inspector (via email)

**Liquor Control and
Licensing Branch**

Mailing Address:
PO Box 9292 Stn Prov Govt
Victoria BC V8W 9J8
Telephone: 250 952-5787
Facsimile: 250 952-7066

Location:
4th Floor, 3350 Douglas Street
Victoria, BC
<http://www.pssg.gov.bc.ca/lclb>



Number: BC0994538

CERTIFICATE OF INCORPORATION

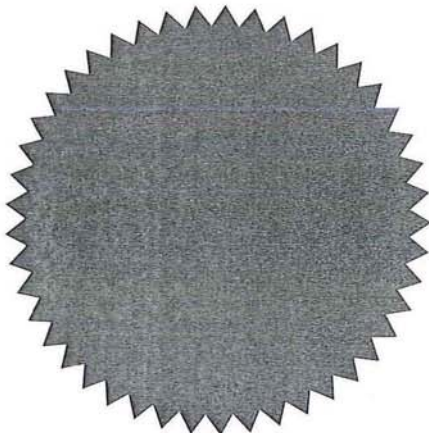
BUSINESS CORPORATIONS ACT

I Hereby Certify that THE DUKE SALOON LTD. was incorporated under the Business Corporations Act on February 21, 2014 at 12:25 PM Pacific Time.

*Issued under my hand at Victoria, British Columbia
On February 21, 2014*

CAROL PREST

Registrar of Companies
Province of British Columbia
Canada



CENTRAL SECURITIES REGISTER

THE DUKE SALOON LTD.

Class of Shares: Common

Date Share Certificate Issued	Date Share Certificate Cancelled	Full Name and Address of Shareholder	Number of Shares	Allotment, Conversion, Transfer	Transferred from	Cert. No.	Consideration Paid to Company		
							Cash or Other	Cash	Paid Per Share Other Than Cash Particulars
Feb. 21, 2014	Feb. 22, 2014	s.22		Allotment		1	s.22		
Feb. 21, 2014		Phantom Investments Ltd. 1009 Cook Street Victoria, BC V8V 3Z6	s.21	Allotment		2	s.21		
Feb. 21, 2014	April 25, 2014	s.22		Allotment		3	s.22		
Feb. 21, 2014		Universal Abundance Holdings Ltd. 205 - 2450 Cornwall Avenue Vancouver, BC V6K 1B8	s.21	Allotment		4	s.21		
Feb. 22, 2014		993769 B.C. Ltd. 307 - 930 Yates Street Victoria, BC V8V 3M2	s.21	Transfer	Transferred from Cert. #1	5	s.21		
April 25, 2014		1000433 B.C. Ltd. 4571 Lochside Drive Victoria, BC V8X 2E2	s.21	Transfer	Transferred from Cert. #3	6	s.21		





CERTIFIED COPY

Of a Document filed with the Province of
British Columbia Registrar of Companies

Notice of Articles

BUSINESS CORPORATIONS ACT

CAROL PREST

This Notice of Articles was issued by the Registrar on: February 21, 2014 12:25 PM Pacific Time

Incorporation Number: BC0994538

Recognition Date and Time: Incorporated on February 21, 2014 12:25 PM Pacific Time

NOTICE OF ARTICLES

Name of Company:

THE DUKE SALOON LTD.

REGISTERED OFFICE INFORMATION

Mailing Address:

1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA

Delivery Address:

1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA

RECORDS OFFICE INFORMATION

Mailing Address:

1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA

Delivery Address:

1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA



DIRECTOR INFORMATION

st Name, First Name, Middle Name:
HAMPTON, RON

Mailing Address:
1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA

Delivery Address:
1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA

Last Name, First Name, Middle Name:
FRIESEN, JOEL

Mailing Address:

s.22

Delivery Address:

s.22

AUTHORIZED SHARE STRUCTURE

1. No Maximum	Common Shares	Without Par Value
		Without Special Rights or Restrictions attached



CERTIFICATE OF INCORPORATION

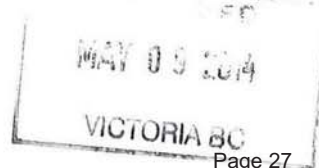
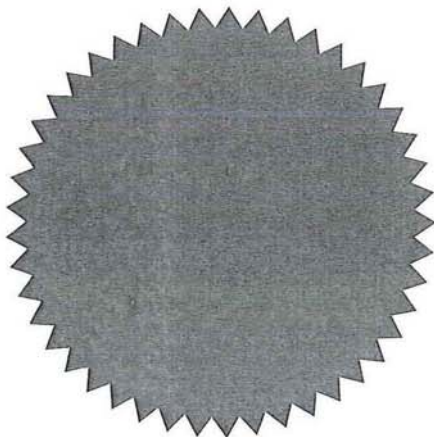
BUSINESS CORPORATIONS ACT

I Hereby Certify that PHANTOM INVESTMENTS LTD. was incorporated under the Business Corporations Act on November 12, 2009 at 09:40 AM Pacific Time.

*Issued under my hand at Victoria, British Columbia
On November 12, 2009*



RON TOWNSHEND
Registrar of Companies
Province of British Columbia
Canada



CERTIFIED COPY
Of a Document filed with the Province of
British Columbia Registrar of Companies

Notice of Articles

BUSINESS CORPORATIONS ACT



RON TOWNSHEND
November 12, 2009

This Notice of Articles was issued by the Registrar on: November 12, 2009 09:40 AM Pacific Time

Incorporation Number: BC0866024

Recognition Date and Time: Incorporated on November 12, 2009 09:40 AM Pacific Time

NOTICE OF ARTICLES

Name of Company:

PHANTOM INVESTMENTS LTD.

REGISTERED OFFICE INFORMATION

Mailing Address:

1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA

Delivery Address:

1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA

RECORDS OFFICE INFORMATION

Mailing Address:

1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA

Delivery Address:

1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA



REGISTRAR INFORMATION

Registrant Name, First Name, Middle Name:
HAMPTON, RONALD W

Mailing Address:
1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA

Delivery Address:
1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA

AUTHORIZED SHARE STRUCTURE

1.	10,000	A Shares	Without Par Value
----	--------	----------	-------------------

Without Special Rights or
Restrictions attached

2.	10,000	B Shares	Without Par Value
----	--------	----------	-------------------

Without Special Rights or
Restrictions attached

3.	10,000	C Shares	Without Par Value
----	--------	----------	-------------------

Without Special Rights or
Restrictions attached

4.	10,000	D Shares	Without Par Value
----	--------	----------	-------------------

Without Special Rights or
Restrictions attached





Number: BC0744104

CERTIFICATE OF INCORPORATION

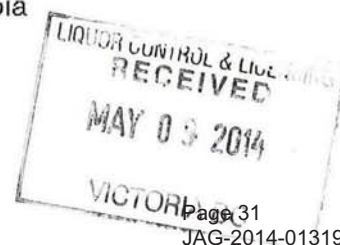
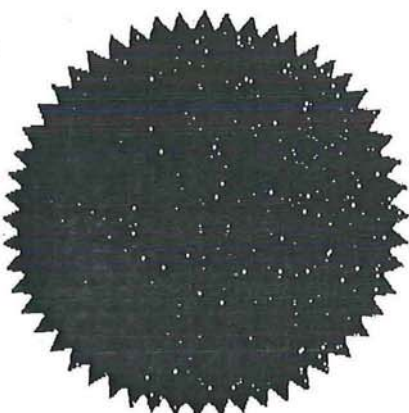
BUSINESS CORPORATIONS ACT

I Hereby Certify that UNIVERSAL ABUNDANCE HOLDINGS LTD. was incorporated under the Business Corporations Act on December 22, 2005 at 03:04 PM Pacific Time.

Issued under my hand at Victoria, British Columbia

On December 22, 2005

RON TOWNSHEND
Registrar of Companies
Province of British Columbia
Canada



CENTRAL SECURITIES REGISTER

Company Name Universal Abundance Holdings Ltd.

Date Acquired (Y-M-D)	Date Disposed (Y-M-D)	Name, Address and any Capacity other than Personal	SHARES			Acquired by Allotment, Conversion or Transfer	If Transferred, Name of Transferor and share cert. If Converted, identify from which share certificate	Consideration Paid to Company	
			# of shares	Class	Par Value			If Cash, Amount Per Share	Other than cash (see resolution)
05-Dec-23			s.22			V-1		s.22	
05-Dec-24			s.22			NVC-1			s.22





**BRITISH
COLUMBIA**

Ministry of Finance
Corporate and Personal
Property Registries
www.corporateonline.gov.bc.ca

Mailing Address:
PO BOX 9431 Stn Prov Govt.
Victoria BC V8W 9V3

Location:
2nd Floor - 940 Blanshard St.
Victoria BC
250 356-8626

Notice of Articles

BUSINESS CORPORATIONS ACT

CERTIFIED COPY
Of a Document filed with the Province of
British Columbia Registrar of Companies

RON TOWNSHEND
March 24, 2006

This Notice of Articles was issued by the Registrar on: March 25, 2006 12:01 AM Pacific Time

Incorporation Number: BC0744104

Recognition Date and Time: Incorporated on December 22, 2005 03:04 PM Pacific Time

NOTICE OF ARTICLES

Name of Company:

UNIVERSAL ABUNDANCE HOLDINGS LTD.

REGISTERED OFFICE INFORMATION

Mailing Address:

200 - 911 YATES STREET
VICTORIA BC V8V 4X3
CANADA

Delivery Address:

200 - 911 YATES STREET
VICTORIA BC V8V 4X3
CANADA

RECORDS OFFICE INFORMATION

Mailing Address:

200 - 911 YATES STREET
VICTORIA BC V8V 4X3
CANADA

Delivery Address:

200 - 911 YATES STREET
VICTORIA BC V8V 4X3
CANADA

DWYER TAX LAWYERS

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RECORDS OFFICE

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MAY 03 2014

DIRECTOR INFORMATION

Name, First Name, Middle Name:

Spielmann, Rene

Mailing Address:

s.22

Delivery Address:

s.22

AUTHORIZED SHARE STRUCTURE

1. No Maximum Class V Voting Shares With a Par Value of
0.01 Canadian Dollar(s) each

With Special Rights or
Restrictions attached

2. No Maximum Class NVC Non-Voting Common Shares With a Par Value of
0.01 Canadian Dollar(s) each

With Special Rights or
Restrictions attached

3. No Maximum Class F Non-Voting Redeemable Retractable Shares With a Par Value of
0.01 Canadian Dollar(s) each

With Special Rights or
Restrictions attached

4. No Maximum Class TP Non-Voting Redeemable Retractable Shares Without Par Value

With Special Rights or
Restrictions attached

5. No Maximum Class DB Non-Voting Redeemable Dividend-Bearing
Shares With a Par Value of
0.01 Canadian Dollar(s) each

With Special Rights or
Restrictions attached

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6. No Maximum

CLASS SD NON-VOTING REDEEMABLE
RETRACTABLE Shares

With a Par Value of
0.01 Canadian Dollar(s) each

With Special Rights or
Restrictions attached



- (b) Secondly, held in reserve to provide for the payment of any remaining balance of the amount as will become payable at some future time.
- (c) Thirdly, in payment of the expenses incurred in forfeiting the Share.
- (d) Fourthly, any remaining balance shall be paid to the person who was the registered holder of the Share as of the time immediately prior to forfeiture.

22.06 PURCHASER OF A FORFEITED SHARE

The purchaser of a forfeited Share

- (a) shall be registered in the Central Securities Register as the holder of that Share;
- (b) is not bound to see to the application of the purchase money paid to the Company in respect of the purchase of that Share; and
- (c) obtains good title to the Share notwithstanding any irregularity or invalidity in the proceedings that culminated in the Purchaser's acquisition of the forfeited Share.

PART 23-- SPECIAL RIGHTS ATTACHED TO CLASS V SHARES

The rights, privileges, restrictions and conditions attaching to the Class V Voting Shares (hereinafter referred to as the "Class V Shares") with a par value of CAD \$0.01 each in the capital of the Company are as follows.

23.01 NO DIVIDENDS

A holder of a Class V Share will not be entitled, as such, to participate in the profits of the Company by way of dividends or to receive any dividend on a Class V Share. The Company will not pay any dividend on a Class V Share.

23.02 VOTES

- (1) Each holder of a Class V Share, as such, is entitled to receive notice of, and to attend and vote in person or by proxy, at all meetings of the members of the Company.
- (2) Each holder of a Class V Share is entitled to one vote for each Class V Share held.

23.03 COMPANY'S RIGHT TO REDEEM

- (1) Subject to these Articles, the Company has the right, exercisable at any time and from time to time, to redeem, in whole or in part, the outstanding Class V Shares.
- (2) The Company need not redeem Class V Shares on a pro-rata basis among all holders of the Class V Shares but may redeem Class V Shares from some holders and not from others.
- (3) Part 29 of these Articles sets out the manner of exercising the right of redemption referred to in this section.

23.04 REDEMPTION AMOUNT

The "Redemption Amount" in respect of any Class V Share means the par value of that Class V Share.



PART 24 -- SPECIAL RIGHTS ATTACHED TO CLASS NVC SHARES

The rights, privileges, restrictions and conditions attaching to the Class NVC Non-Voting Common Shares (hereinafter referred to as the "Class NVC Shares") with a par value of CAD \$0.01 each in the capital of the Company are as follows.

24.01 DIVIDENDS

- (1) Subject to Part 30 of these Articles, each holder of a Class NVC Share is entitled, as such, to receive, on the date fixed for payment thereof, and the Company will pay thereon, such dividends as the Board may in its sole and absolute discretion declare from time to time out of the money or other property of the Company properly applicable to the payment of dividends.
- (2) The Board may, in its sole and absolute discretion, declare and pay or set apart for payment
 - (a) dividends on the Class NVC Shares independently of any dividend on, and without also declaring or paying or setting apart for payment any dividend (whether or not of a similar amount) on, Shares of any one or more other classes of dividend-bearing Shares in the capital of the Company; and
 - (b) dividends on Shares of any one or more classes of dividend-bearing Shares in the capital of the Company other than the Class NVC Shares independently of any dividend on, and without also declaring or paying or setting apart for payment any dividend (whether or not of a similar amount) on, the Class NVC Shares.

24.02 NO VOTES

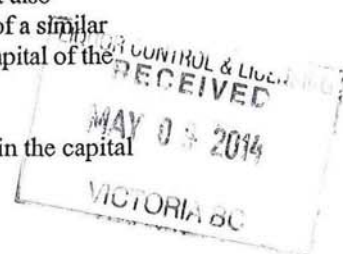
A holder of a Class NVC Share, as such, is not entitled to receive notice of any meeting of members of the Company and is not entitled to attend or vote in person or by proxy at any such meeting (except as specifically required by law or by these Articles).

PART 25 -- SPECIAL RIGHTS ATTACHED TO CLASS F SHARES

The rights, privileges, restrictions and conditions attaching to the Class F Non-Voting Redeemable Retractable Shares (hereinafter referred to as the "Class F Shares") with a par value of CAD \$0.01 each in the capital of the Company are as follows.

25.01 DIVIDENDS

- (1) Each holder of a Class F Share is entitled, as such, to receive, on the date fixed for payment thereof, and the Company will pay thereon, such dividends as the Board may in its sole and absolute discretion declare from time to time out of the money or other property of the Company properly applicable to the payment of dividends, but the aggregate amount of all dividends on the Class F Shares is not to exceed, in any calendar year, the Maximum Dividend and is subject at all times to Part 30 of these Articles.
- (2) Subject to any requirement for the payment of a Fixed Dividend on a Class F Share, the Board may, in its sole and absolute discretion, declare and pay or set apart for payment
 - (a) dividends on the Class F Shares independently of any dividend on, and without also declaring or paying or setting apart for payment any dividend (whether or not of a similar amount) on, any one or more other classes of dividend-bearing Shares in the capital of the Company; and
 - (b) dividends on Shares of any one or more classes of dividend-bearing Shares in the capital



of the Company other than the Class F Shares independently of any dividend on, and without also declaring or paying or setting apart for payment any dividend (whether or not of a similar amount) on, the Class F Shares.

- (3) If a holder of a Class F Share requires the Company to redeem that Class F Share and the Company does not pay or tender the amount payable in respect of that redemption in the manner and within the time period provided for redemption in these Articles, the holders of the Class F Shares will be entitled to receive, and the Company will pay, a fixed preferential cumulative cash dividend (in this Part referred to as the "Fixed Dividend") on the Class F Shares at a rate equal to the Maximum Dividend in respect of the Class F Shares for each calendar year, commencing on the date that the holder of the Class F Share gave notice to the Company requiring the Company to redeem that Class F Share and ending on the date that the Class F Share is redeemed. The Fixed Dividend will accrue on a daily basis, whether or not declared by the Board, and will not be extinguished until paid. The requirement for the accrual of the Fixed Dividend will apply notwithstanding any other provisions of these Articles, but the payment of any such dividend shall be subject to Part 30 of these Articles.
- (4) In this Part, the Maximum Dividend in respect of the Class F Shares in respect of any calendar year is equal to the greatest of
- (a) \$1,000.00; and
 - (b) 5% of the aggregate Redemption Amount of the issued and outstanding Class F Shares; and
 - (c) the amount obtained when the fraction referred to in paragraph 74.4(2)(f) of the *Income Tax Act* (Canada) is multiplied by the amount determined pursuant to paragraph 74.4(2)(d) of the *Income Tax Act* (Canada) for that year.

In this section, a reference to a provision of the *Income Tax Act* (Canada) includes a reference to any successor or replacement provisions, as the same may be amended from time to time.

25.02 COMPANY'S RIGHT TO REDEEM

- (1) Subject to these Articles, the Company has the right, exercisable at any time and from time to time, to redeem, in whole or in part, the outstanding Class F Shares.
- (2) Except with the consent of the holders of all the issued Class F Shares, the Company may redeem Class F Shares pursuant to this section only on a pro rata basis among all holders of the Class F Shares in accordance with the number of Class F Shares held by each at that time.
- (3) Part 29 of these Articles sets out the manner of exercising the right of redemption referred to in this section.

25.03 HOLDER'S RIGHT OF RETRACTION

- (1) Subject to these Articles, each holder of a Class F Share has the right, exercisable by him at any time and from time to time, to retract that Class F Share by requiring the Company to redeem that Class F Share.
- (2) If a holder exercises a right of retraction in respect of a Class F Share, the Company is not required to redeem any other Class F Share in respect of which a right of retraction has not been exercised.
- (3) Part 29 of these Articles sets out the manner of exercising the right of retraction referred to in this section.

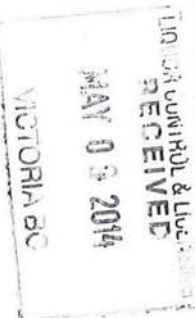


25.04 REDEMPTION AMOUNT

- (1) In this section, the following terms have the following meanings.
- (a) "Issue Time" means the time at which the first Class F Share is issued.
- (b) "Valuation Time" means the time that is immediately before the Issue Time.
- (2) Subject to the adjustment provisions of this section, "Redemption Amount" in respect of any Class F Share means the amount (in this section referred to as the "Class F Calculated Amount") calculated in accordance with the following formula (in this section referred to as the "Class F Formula").

A divided by B

- (3) In the Class F Formula, the following variables have the following values.
- (a) A is equal to the aggregate fair market value, calculated as of the Valuation Time, of all property transferred to the Company as consideration for the issuance of the Class F Shares that are issued at the Issue Time. For greater certainty, such aggregate fair market value shall not include any value in respect of which the Company issues consideration that is other than Class F Shares.
- (b) B is equal to the aggregate number of Class F Shares issued at the Issue Time.
- (4) For the purpose of calculating the Class F Formula, the following rules apply.
- (a) The fair market value of property is to be calculated using the valuation principles that apply in determining fair market value for purposes of the *Income Tax Act* (Canada).
- (b) Property includes any Shares in the capital of the Company that are transferred to the Company in exchange for the issuance of the Class F Shares.
- (5) As soon as reasonably possible after the Issue Time, and with effect as of the Issue Time, the Board will estimate the Class F Calculated Amount and will, by resolution of the Board, adopt such estimate as the Redemption Amount of each Class F Share.
- (6) If at any time any Information indicates that the Class F Calculated Amount is greater or less than the amount that was last adopted as the Redemption Amount of each Class F Share, the following adjustments may be made.
- (a) For purposes of these Articles, the Board and the Holders of Class F Shares, acting together in good faith, will be entitled to re-determine the Class F Calculated Amount, having regard to such advice or Information as the Board and the Holders of Class F Shares consider necessary or advisable. If the Board and the Holders of Class F Shares are unable to reach agreement on any such re-determination, the Board and the Holders of Class F Shares will appoint a single arbitrator to make such re-determination under the provisions of the *Commercial Arbitration Act* (British Columbia). The decision of any such single arbitrator will be binding on the Company and the Holders of Class F Shares in respect of the re-determination occasioned by such Information, subject to any subsequent re-determination that may be requested as a result of new Information.
- (b) The Class F Calculated Amount, as re-determined pursuant to the preceding paragraph, is hereinafter in this section referred to as the "Adjusted Class F Value" of each Class F Share.



- (c) If the Adjusted Class F Value of each Class F Share is not equal to the amount last adopted as the Redemption Amount of each Class F Share, the following will occur (regardless whether all Class F Shares are then held by their original holders and regardless whether all Class F Shares are then outstanding).
- (i) The Redemption Amount of each Class F Share will be deemed to be equal to the Adjusted Class F Value of each Class F Share and the Board will, by resolution, adopt the Adjusted Class F Value as the Redemption Amount of each Class F Share.
 - (ii) For all purposes of these Articles, the Adjusted Class F Value will be deemed retroactively to the Issue Time to have always been the Redemption Amount of each Class F Share.
 - (iii) If any Class F Share has been redeemed or otherwise acquired by the Company, the appropriate adjustments will be made, including such of the following adjustments as are applicable.
 - (A) The Company will pay to the last registered holder of that Class F Share the Adjusted Class F Value less the amount paid to that holder upon the redemption or other acquisition of that Class F Share by the Company, or
 - (B) the last registered holder of that Class F Share will repay to the Company the amount paid to that holder by the Company upon the redemption or other acquisition of that Class F Share by the Company less the Adjusted Class F Value,depending on whether the Adjusted Class F Value exceeds or is less than the amount paid to that holder upon the redemption or other acquisition of that Class F Share. The person who makes any adjustment payment will pay interest on the amount of such adjustment payment, such interest to be calculated
 - (C) at a rate equal to the annual rate of interest prescribed from time to time for purposes of determining the amount of any benefit deemed to have been received under section 80.4(1) of the *Income Tax Act* (Canada); and
 - (D) from the date of the redemption or other acquisition of that Class F Share by the Company to the time of payment of the adjustment payment.
- (7) The adjustment provisions of this section apply notwithstanding any of the following.
- (a) Any previous estimate that has been made in respect of the Class F Calculated Amount.
 - (b) Any previous adjustment that may have been made in respect of any previous estimate of the Class F Calculated Amount.
 - (c) Any previous resolution of the Board adopting an amount as the Redemption Amount of each Class F Share.
- (8) For the purpose of this section, and without limiting the generality of the adjustment provisions of this section, the following terms have the following extended meanings.
- (a) "Information" includes the following.



- (i) A request by the Company for a re-determination of any amount.
 - (ii) A request by a Holder of Class F Shares for a re-determination of any amount.
 - (iii) Any relevant assessment or reassessment of the Company or any member or former member of the Company that is issued or that is proposed to be issued by any competent taxing authority.
- (b) “Holder of Class F Shares”, at any time and from time to time, includes each person who holds Class F Shares that are issued and outstanding at that time together with each person who was, at the time of redemption of any redeemed Class F Share, the holder of the redeemed Class F Share.

25.05 NO VOTES

The holders of the Class F Shares, as such, are not entitled to receive notice of any meetings of members of the Company and are not entitled to vote at any such meeting in person or by proxy (except as required by law or by these Articles).

25.06 ALTERATIONS

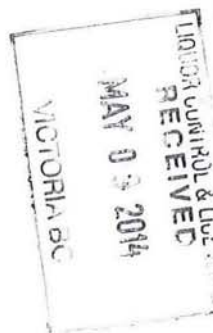
- (1) The special rights and restrictions applicable to the Class F Shares may be altered only with the consent of the holders of at least 2/3 of the issued and outstanding Class F Shares. Such consent may be given in writing or by resolution passed at a separate meeting of the holders of Class F Shares.
- (2) In respect of any separate meeting of the holders of Class F Shares, the provisions of the Articles applicable to general meetings of the Company will apply *mutatis mutandis*, except that the quorum will consist of
 - (a) if only one person holds all the issued and outstanding Class F Shares, that person; and
 - (b) in any other case, two persons holding or representing by proxy more than 50% of the issued and outstanding Class F Shares.
- (3) For purposes of this section, the special rights and restrictions applicable to the Class F Shares include any priorities applicable on the liquidation, dissolution or winding up of the Company or any other distribution of property of the Company among its members for the purpose of winding up its affairs.

PART 26 – SPECIAL RIGHTS ATTACHED TO CLASS TP SHARES

The rights, privileges, restrictions and conditions attaching to the Class TP Non-Voting Redeemable Retractable Shares (hereinafter referred to as the “Class TP Shares”) without par value in the capital of the Company are as follows.

26.01 DIVIDENDS

- (1) Each holder of a Class TP Share is entitled, as such, to receive, on the date fixed for payment thereof, and the Company will pay thereon, such dividends as the Board may in its sole and absolute discretion declare from time to time out of the money or other property of the Company properly applicable to the payment of dividends, but the aggregate amount of all dividends on the Class TP Shares is not to exceed, in any calendar year, the Maximum Dividend and is subject at all times to Part 30 of these Articles.



- (2) Subject to any requirement for the payment of a Fixed Dividend on a Class TP Share, the directors may, in their sole and absolute discretion, declare and pay or set apart for payment
- (a) dividends on the Class TP Shares independently of any dividend on, and without also declaring or paying or setting apart for payment any dividend (whether or not of a similar amount) on, any one or more other classes of dividend-bearing Shares in the capital of the Company; and
 - (b) dividends on Shares of any one or more classes of dividend-bearing Shares in the capital of the Company other than the Class TP Shares independently of any dividend on, and without also declaring or paying or setting apart for payment any dividend (whether or not of a similar amount) on, the Class TP Shares.
- (3) If a holder of a Class TP Share requires the Company to redeem that Class TP Share and the Company does not pay or tender the amount payable in respect of that redemption in the manner and within the time period provided for redemption in these Articles, the holders of the Class TP Shares will be entitled to receive, and the Company will pay, a fixed preferential cumulative cash dividend (in this Part referred to as the "Fixed Dividend") on the Class TP Shares at a rate equal to the Maximum Dividend in respect of the Class TP Shares for each calendar year, commencing on the date that the holder of the Class TP Share gave notice to the Company requiring the Company to redeem that Class TP Share and ending on the date that the Class TP Share is redeemed. The Fixed Dividend will accrue on a daily basis, whether or not declared by the Board, and will not be extinguished until paid. The requirement for the accrual of the Fixed Dividend will apply notwithstanding any other provisions of these Articles, but the payment of any such dividend shall be subject to Part 30 of these Articles.
- (4) In this Part, the **Maximum Dividend** in respect of the Class TP Shares in respect of any calendar year is equal to the greatest of
- (a) \$1,000.00; and
 - (b) 5.5% of the Redemption Amount of the issued and outstanding Class TP Shares; and
 - (c) the amount obtained when the fraction referred to in paragraph 74.4(2)(f) of the *Income Tax Act* (Canada) is multiplied by the amount determined pursuant to paragraph 74.4(2)(d) of the *Income Tax Act* (Canada) for that year.

In this section, a reference to a provision of the *Income Tax Act* (Canada) includes a reference to any successor or replacement provisions, as the same may be amended from time to time.

26.02 COMPANY'S RIGHT TO REDEEM

- (1) Subject to these Articles, the Company has the right, exercisable at any time following the passage of eight complete calendar months after the issuance of the first Class TP Share from the treasury of the Company and thereafter from time to time, to redeem, in whole or in part, the outstanding Class TP Shares.
- (2) Except with the consent of the holders of all the issued Class TP Shares, the Company may redeem Class TP Shares pursuant to this section only on a pro rata basis among all holders of the Class TP Shares in accordance with the number of Class TP Shares held by each at that time.
- (3) Part 29 of these Articles sets out the manner of exercising the right of redemption referred to in this section.



26.03 HOLDER'S RIGHT OF RETRACTION

- (1) Subject to these Articles, each holder of a Class TP Share has the right, exercisable at any time following the passage of eight complete calendar months after the issuance of the first Class TP Share from the treasury of the Company and thereafter from time to time, to retract that Class TP Share by requiring the Company to redeem that Class TP Share.
- (2) If a holder exercises a right of retraction in respect of a Class TP Share, the Company is not required to redeem any other Class TP Share in respect of which a right of retraction has not been exercised.
- (3) Part 29 of these Articles sets out the manner of exercising the right of retraction referred to in this section.

26.04 REDEMPTION AMOUNT

- (1) In this section, the following terms have the following meanings.
 - (a) "Issue Time" means the time at which the first Class TP Share is issued.
 - (b) "Valuation Time" means the time that is immediately before the Issue Time.
- (2) Subject to the adjustment provisions of this section, "Redemption Amount" in respect of any Class TP Share means the amount (in this section referred to as the "Class TP Calculated Amount") calculated in accordance with the following formula (in this section referred to as the "Class TP Formula").

A divided by B

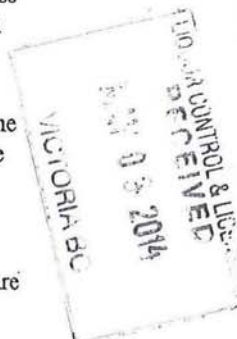
- (3) In the Class TP Formula, the following variables have the following values.
 - (a) A is equal to the aggregate fair market value, calculated as of the Valuation Time, of all property that is transferred to the Company as consideration for the issuance of the Class TP Shares that are issued at the Issue Time. For greater certainty, such aggregate fair market value shall not include any value in respect of which the Company issues consideration that is other than Class TP Shares.
 - (b) B is equal to the number of Class TP Shares issued at the Issue Time.
- (4) For the purpose of calculating the Class TP Formula, the following rules apply.
 - (a) The fair market value of property is to be calculated using the valuation principles that apply in determining fair market value for purposes of the *Income Tax Act* (Canada).
 - (b) Property includes any Shares in the capital of the Company that are transferred to the Company in exchange for the issuance of the Class TP Shares.
- (5) As soon as reasonably possible after the Issue Time, and with effect as of the Issue Time, the Board will estimate the Class TP Calculated Amount and will, by resolution of the Board, adopt such estimate as the Redemption Amount of each Class TP Share.
- (6) If at any time any Information indicates that the Class TP Calculated Amount is greater or less than the amount that was last adopted as the Redemption Amount of each Class TP Share, the following adjustments may be made.

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- (a) For purposes of these Articles, the Board and the Holders of Class TP Shares, acting together in good faith, will be entitled to re-determine the Class TP Calculated Amount, having regard to such advice or Information as the Board and the Holders of Class TP Shares consider necessary or advisable. If the Board and the Holders of Class TP Shares are unable to reach agreement on any such re-determination, the Board and the Holders of Class TP Shares will appoint a single arbitrator to make such re-determination under the provisions of the *Commercial Arbitration Act* (British Columbia). The decision of any such single arbitrator will be binding on the Company and the Holders of Class TP Shares in respect of the re-determination occasioned by such Information, subject to any subsequent re-determination that may be requested as a result of new Information.
- (b) The Class TP Calculated Amount, as re-determined pursuant to the preceding paragraph, is hereinafter in this section referred to as the "Adjusted Class TP Value" of each Class TP Share.
- (c) If the Adjusted Class TP Value of each Class TP Share is not equal to the amount last adopted as the Redemption Amount of each Class TP Share, the following will occur (regardless whether all Class TP Shares are then held by their original holders and regardless whether all Class TP Shares are then outstanding).
 - (i) The Redemption Amount of each Class TP Share will be deemed to be equal to the Adjusted Class TP Value of each Class TP Share and the Board will, by resolution, adopt the Adjusted Class TP Value as the Redemption Amount of each Class TP Share.
 - (ii) For all purposes of these Articles, the Adjusted Class TP Value will be deemed retroactively to the Issue Time to have always been the Redemption Amount of each Class TP Share.
 - (iii) If any Class TP Share has been redeemed or otherwise acquired by the Company, the appropriate adjustments will be made, including such of the following adjustments as are applicable.
 - (A) The Company will pay to the last registered holder of that Class TP Share the Adjusted Class TP Value less the amount paid to that holder upon the redemption or other acquisition of that Class TP Share by the Company, or
 - (B) the last registered holder of that Class TP Share will repay to the Company the amount paid to that holder by the Company upon the redemption or other acquisition of that Class TP Share by the Company less the Adjusted Class TP Value,

depending on whether the Adjusted Class TP Value exceeds or is less than the amount paid to that holder upon the redemption or other acquisition of that Class TP Share. The person who makes any adjustment payment will pay interest on the amount of such adjustment payment, such interest to be calculated

- (C) at a rate equal to the annual rate of interest prescribed from time to time for purposes of determining the amount of any benefit deemed to have been received under section 80.4(1) of the *Income Tax Act* (Canada); and
- (D) from the date of the redemption or other acquisition of that Class TP Share by the Company to the time of payment of the adjustment payment.



- (7) The adjustment provisions of this section apply notwithstanding any of the following.
- (a) Any previous estimate that has been made in respect of the Class TP Calculated Amount.
 - (b) Any previous adjustment that may have been made in respect of any previous estimate of the Class TP Calculated Amount.
 - (c) Any previous resolution of the Board adopting an amount as the Redemption Amount of each Class TP Share.
- (8) For the purpose of this section, and without limiting the generality of the adjustment provisions of this section, the following terms have the following extended meanings.
- (a) **"Information"** includes the following.
 - (i) A request by the Company for a re-determination of any amount.
 - (ii) A request by a Holder of Class TP Shares for a re-determination of any amount.
 - (iii) Any relevant assessment or reassessment of the Company or any member or former member of the Company that is issued or that is proposed to be issued by any competent taxing authority.
 - (b) **"Holder of Class TP Shares"**, at any time and from time to time, includes each person who holds Class TP Shares that are issued and outstanding at that time together with each person who was, at the time of redemption of any redeemed Class TP Share, the holder of the redeemed Class TP Share.

26.05 NO VOTES

The holders of the Class TP Shares, as such, are not entitled to receive notice of any meetings of members of the Company and are not entitled to vote at any such meeting in person or by proxy (except as required by law or by these Articles).

26.06 ALTERATIONS

- (1) The special rights and restrictions applicable to the Class TP Shares may be altered only with the consent of the holders of at least 2/3 of the issued and outstanding Class TP Shares. Such consent may be given in writing or by resolution passed at a separate meeting of the holders of Class TP Shares.
- (2) In respect of any separate meeting of the holders of Class TP Shares, the provisions of the Articles applicable to general meetings of the Company will apply *mutatis mutandis*, except that the quorum will consist of
 - (a) if only one person holds all the issued and outstanding Class TP Shares, that person; and
 - (b) in any other case, two persons holding or representing by proxy more than 50% of the issued and outstanding Class TP Shares.
- (3) For the purpose of this section, the special rights and restrictions applicable to the Class TP Shares include any priorities applicable on the liquidation, dissolution or winding up of the Company or any other distribution of property of the Company among its members for the purpose of winding up its affairs.



PART 27 -- SPECIAL RIGHTS ATTACHED TO CLASS DB SHARES

The rights, privileges, restrictions and conditions attaching to the Class DB Non-Voting Redeemable Dividend-Bearing Shares (hereinafter referred to as the "Class DB Shares") with a par value of CAD \$0.01 each in the capital of the Company are as follows.

27.01 DIVIDENDS

- (1) Subject to Part 30 of these Articles, each holder of a Class DB Share is entitled, as such, to receive, on the date fixed for payment thereof, and the Company will pay thereon, such dividends as the Board may in its sole and absolute discretion declare from time to time out of the money or other property of the Company properly applicable to the payment of dividends.
- (2) The Board may, in its sole and absolute discretion, declare and pay or set apart for payment
 - (a) dividends on the Class DB Shares independently of any dividend on, and without also declaring or paying or setting apart for payment any dividend (whether or not of a similar amount) on, Shares of any one or more other classes of dividend-bearing Shares in the capital of the Company; and
 - (b) dividends on Shares of any one or more classes of dividend-bearing Shares in the capital of the Company other than the Class DB Shares independently of any dividend on, and without also declaring or paying or setting apart for payment any dividend (whether or not of a similar amount) on, the Class DB Shares.

27.02 NO VOTES

A holder of a Class DB Share, as such, is not entitled to receive notice of any meeting of members of the Company and is not entitled to attend or vote in person or by proxy at any such meeting (except as specifically required by law or by these Articles).

27.03 COMPANY'S RIGHT TO REDEEM

- (1) Subject to these Articles, the Company has the right, exercisable at any time and from time to time, to redeem, in whole or in part, the outstanding Class DB Shares.
- (2) The Company need not redeem Class DB Shares on a pro-rata basis among all holders of the Class DB Shares but may redeem Class DB Shares from some holders and not from others.
- (3) Part 29 of these Articles sets out the manner of exercising the right of redemption referred to in this section.

27.04 REDEMPTION AMOUNT

The "Redemption Amount" in respect of any Class DB Share means the par value of that Class DB Share.

PART 28 -- SPECIAL RIGHTS ATTACHED TO CLASS SD SHARES

The rights, privileges, restrictions and conditions attaching to the Class SD Non-Voting Redeemable Retractable Shares (hereinafter referred to as the "Class SD Shares") with a par value of CAD \$0.01 each in the capital of the Company are as follows.

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VICTORIA BC

28.01 DIVIDENDS

- (1) Subject to Part 30 of these Articles, each holder of a Class SD Share is entitled, as such, to receive, on the date fixed for payment thereof, and the Company will pay thereon, such dividends as the Board may in its sole and absolute discretion declare from time to time out of the money or other property of the Company properly applicable to the payment of dividends.
- (2) The Board may, in its sole and absolute discretion, declare and pay or set apart for payment
 - (a) dividends on the Class SD Shares independently of any dividend on, and without also declaring or paying or setting apart for payment any dividend (whether or not of a similar amount) on, Shares of any one or more other classes of dividend-bearing Shares in the capital of the Company; and
 - (b) dividends on Shares of any one or more classes of dividend-bearing Shares in the capital of the Company other than the Class SD Shares independently of any dividend on, and without also declaring or paying or setting apart for payment any dividend (whether or not of a similar amount) on, the Class SD Shares.

28.02 COMPANY'S RIGHT TO REDEEM

- (1) Subject to these Articles, the Company has the right, exercisable at any time and from time to time, to redeem, in whole or in part, the outstanding Class SD Shares.
- (2) Except with the consent of the holders of all the issued Class SD Shares, the Company may redeem Class SD Shares pursuant to this section only on a pro rata basis among all holders of the Class SD Shares in accordance with the number of Class SD Shares held by each at that time.
- (3) Part 29 of these Articles sets out the manner of exercising the right of redemption referred to in this section.

28.03 HOLDER'S RIGHT OF RETRACTION

- (1) Subject to these Articles, each holder of a Class SD Share has the right, exercisable by him at any time and from time to time, to retract that Class SD Share by requiring the Company to redeem that Class SD Share.
- (2) If a holder exercises a right of retraction in respect of a Class SD Share, the Company is not required to redeem any other Class SD Share in respect of which a right of retraction has not been exercised.
- (3) Part 29 of these Articles sets out the manner of exercising the right of retraction referred to in this section.

28.04 REDEMPTION AMOUNT

The "Redemption Amount" in respect of any Class SD Share means CAD \$100.00 per Class SD Share.

28.05 NO VOTES

The holders of the Class SD Shares, as such, are not entitled to receive notice of any meetings of members of the Company and are not entitled to vote at any such meeting in person or by proxy (except as required by law or by these Articles).



28.06 ALTERATIONS

- (1) The special rights and restrictions applicable to the Class SD Shares may be altered only with the consent of the holders of at least 2/3 of the issued and outstanding Class SD Shares. Such consent may be given in writing or by resolution passed at a separate meeting of the holders of Class SD Shares.
- (2) In respect of any separate meeting of the holders of Class SD Shares, the provisions of the Articles applicable to general meetings of the Company will apply *mutatis mutandis*, except that the quorum will consist of
 - (a) if only one person holds all the issued and outstanding Class SD Shares, that person; and
 - (b) in any other case, two persons holding or representing by proxy more than 50% of the issued and outstanding Class SD Shares.
- (3) For the purpose of this section, the special rights and restrictions applicable to the Class SD Shares include any priorities applicable on the liquidation, dissolution or winding up of the Company or any other distribution of property of the Company among its members for the purpose of winding up its affairs.

PART 29 -- REDEMPTION AND RETRACTION PROCEDURES

29.01 PROCEDURE

- (1) Whenever these Articles refer to
 - (a) the Company having the right (hereinafter in this Part referred to as a "Right of Redemption") to redeem Shares of a specified class of Shares; or
 - (b) the holder of a specified class of Shares having the right (hereinafter in this Part referred to as a "Right of Retraction") to require the Company to redeem Shares of that specified class of Shares;

the manner in which the Company may exercise the Right of Redemption, and the manner in which the holder may exercise the Right of Retraction, will be as set out in this Part (except as expressly stated otherwise in the special rights and restrictions applicable to a specified class of Shares).

- (2) The Company may exercise a Right of Redemption, and the holder may exercise a Right of Retraction, only by giving a written notice (hereinafter in this Part referred to as a "Trigger Notice") setting out all the following.
 - (a) A statement that the Company or the holder (as the case may be) thereby exercises the right in question.
 - (b) The date of redemption or retraction (as the case may be) of the Shares, provided that the holder of a Share may not require the Company to redeem that Share any earlier than ten days after the date on which the holder gives the Trigger Notice to the Company.
 - (c) The number of Shares to be redeemed or retracted (as the case may be).

In the case of a redemption by the Company, the Company must give the Trigger Notice to the holders of the Shares that are to be redeemed. In the case of a retraction by a holder, the holder must give the Trigger Notice to the Company.



- (3) Any person entitled to receive a Trigger Notice may waive any of the requirements set out in section 29.01(2). Any such waiver, whether given before or after the redemption or retraction, will cure any failure to fully comply with section 29.01(2). This curative provision applies whether the failure is to give the Trigger Notice, to give all the information required in the Trigger Notice, or to give the Trigger Notice by any particular date.
- (4) Subject to the delivery of the documents required by section 29.01(6), the Company will
 - (a) redeem the number of Shares designated in the relevant Trigger Notice;
 - (b) subject to section 29.01(2)(b), redeem those Shares on the date for redemption specified in the Trigger Notice; and
 - (c) pay to the holder of those Shares the Redemption Amount (as defined in these Articles) in respect of those Shares (plus any declared but unpaid dividends thereon and any accrued but unpaid dividends thereon).
- (5) If the Company gives notice of its intention to redeem a Share and the holder of that Share fails to deliver to the Company all the documents required by section 29.01(6) by the date set for the redemption of that Share, the Company may at any time after such failure deposit the amount payable on such redemption into a special account in any chartered bank or any trust company in Victoria, British Columbia. On the deposit of such amount, the Company will instruct that bank or trust company to pay the amount so deposited, without interest, to or to the order of the holder of that Share upon presentation and surrender of the required document or documents to the bank or trust company. Upon the date of that deposit, each Share in respect of which the deposit is made will be redeemed and the rights of any holder of such Share, as such, thereafter will be limited to receiving, without interest, the amount for that Share so deposited against presentation and surrender of the required document or documents. Any interest paid on any such deposit will belong to the Company.
- (6) The Company will be required to pay the amount payable in respect of the redemption of a Share on delivery of the following by the holder of that Share to the records office of the Company.
 - (a) The share certificate evidencing that Share, duly endorsed for surrender to the Company.
 - (b) If the special rights and restrictions applicable to the Share contain a provision (hereinafter in this section referred to as a "Price Adjustment Provision") that provides for a possible future adjustment to the Redemption Amount of the Share, a covenant under seal in which the holder of that Share agrees to be bound by the Price Adjustment Provision after the redemption of that Share.
- (7) On and after the day the price payable in respect of the redemption of a Share is paid in full in the manner permitted by these Articles, the holder of that Share will have no further right against the Company in respect of that Share.
- (8) In the case of the redemption of less than all the Shares represented by a single certificate, the Company will issue a new certificate for the balance of the remaining Shares and will do so at the expense of the Company.

PART 30 -- RESTRICTIONS ON DIVIDENDS

30.01 DIVIDEND RESTRICTION

- (1) Notwithstanding anything contained in these Articles concerning the declaration or payment of dividends on any class of Shares, the Board may neither declare nor pay a dividend if the payment

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VICTORIA BC

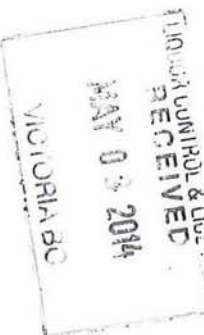
of that dividend would preclude the redemption of any Share in respect of which the holder has, at that time, a Right of Retraction (as defined in section 29.01(1)(b)).

- (2) In determining whether a dividend may be declared or paid, the Board may rely on an opinion of the Company's auditors or, if the Company has no auditors, the Company's accountants. The opinion of those auditors or accountants (as the case may be) shall be final and binding on the Company and the shareholders of the Company. The Board may rely on the opinion of the auditors or accountants (as the case may be) in declaring or paying any dividend.

PART 31 -- SPECIAL PROVISIONS ON WINDING-UP

31.01 WINDING-UP

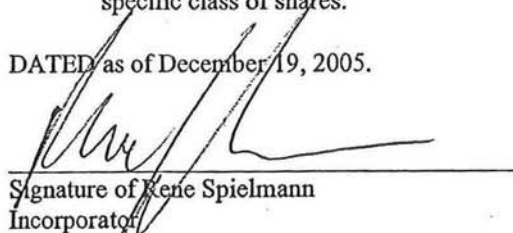
- (1) In the event of the liquidation, dissolution or winding up of the Company or any other distribution of property of the Company among its members for the purpose of winding up its affairs, the following priorities will be observed.
- (a) Each holder of a Class TP Share will be entitled, in respect of each Class TP Share, to receive from the property of the Company an amount equal to the Redemption Amount (as defined in these Articles) in respect of that Class TP Share, plus all declared or accrued but unpaid dividends thereon, before any amount is paid or any property of the Company is distributed to the holders of any other class of Shares in the capital of the Company. However, a holder of Class TP Shares, as such, will not be entitled to share any further in the distribution of the property of the Company.
- (b) After the immediately preceding paragraph has been complied with, each holder of a Class F Share will be entitled, in respect of each Class F Share, to receive from the property of the Company an amount equal to the Redemption Amount (as defined in these Articles) in respect of that Class F Share, plus all declared or accrued but unpaid dividends thereon, before any amount is paid or any property of the Company is distributed to the holders of any other class of Shares (other than the Class TP Shares) in the capital of the Company. However, a holder of Class F Shares, as such, will not be entitled to share any further in the distribution of the property of the Company.
- (c) After the immediately preceding paragraph has been complied with, each holder of a Class SD Share will be entitled in respect of each Class SD Share to receive from the property of the Company an amount equal to the Redemption Amount (as defined in these Articles) in respect of that Class SD Share, plus all declared but unpaid dividends thereon, before any amount is paid or any property of the Company is distributed to the holders of any other class of shares (other than the Class TP and Class F Shares) in the capital of the Company. However, a holder of Class SD Shares, as such, will not be entitled to share any further in the distribution of the property of the Company.
- (d) After the immediately preceding paragraph has been complied with, each holder of a Class DB Share will be entitled to receive from the property of the Company an amount equal to the amount paid-up in respect of that Class DB Share, plus all declared but unpaid dividends thereon, before any amount is paid or any property of the Company is distributed to the holders of the Class V or Class NVC Shares (as such). However, a holder of Class DB Shares, as such, will not be entitled to share any further in the distribution of the property of the Company.
- (e) After the immediately preceding paragraph has been complied with, each holder of a Class V Share will be entitled to receive from the property of the Company an amount equal to the amount paid-up thereon before any amount shall be paid or any property of the Company distributed to the holders of the Class NVC Shares. However, a holder of



Class V Shares, as such, will not be entitled to share any further in the distribution of the property of the Company.

- (f) After the immediately preceding paragraph has been complied with, each holder of a Class NVC Share will be entitled to share, *pari passu* on a Share for Share basis, with the other holders of the Class NVC Shares in all remaining property of the Company.
- (2) If the Company is unable to pay to all holders of a specific class of shares the full amount due to those holders under the provisions of this Part, each holder of that specific class of shares will be entitled to share, *pari passu* on a share for share basis, with the other holders of that specific class of shares in all property of the Company that is available for distribution among the holders of that specific class of shares.

DATED as of December 19, 2005.


Signature of Rene Spielmann
Incorporator





Number: BC0993769

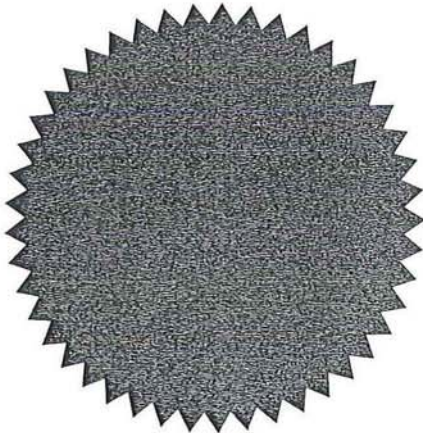
CERTIFICATE OF INCORPORATION

BUSINESS CORPORATIONS ACT

I Hereby Certify that 0993769 B.C. LTD. was incorporated under the Business Corporations Act on February 13, 2014 at 06:42 PM Pacific Time.

*Issued under my hand at Victoria, British Columbia
On February 13, 2014*

CAROL PREST
Registrar of Companies
Province of British Columbia
Canada





BC Registry
Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
www.corporateonline.gov.bc.ca

Location:
2nd Floor - 940 Blanshard Street
Victoria BC
250 356-8626

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

FEB 20 2014

Notice of Articles

BUSINESS CORPORATIONS ACT

Carol Prest
23 CAROL PREST
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

This Notice of Articles was issued by the Registrar on: February 20, 2014 07:45 AM Pacific Time

Incorporation Number: BC0993769

Recognition Date and Time: Incorporated on February 13, 2014 06:42 PM Pacific Time

NOTICE OF ARTICLES

Name of Company:

0993769 B.C. LTD.

REGISTERED OFFICE INFORMATION

Mailing Address:

930 YATES STREET
UNIT 307
VICTORIA BC V8V 4Z3
CANADA

Delivery Address:

930 YATES STREET
UNIT 307
VICTORIA BC V8V 4Z3
CANADA

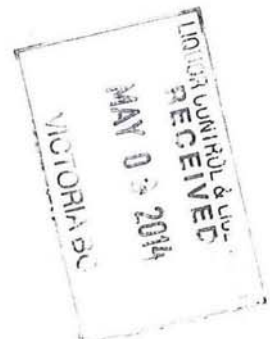
RECORDS OFFICE INFORMATION

Mailing Address:

930 YATES STREET
UNIT 307
VICTORIA BC V8V 4Z3
CANADA

Delivery Address:

930 YATES STREET
UNIT 307
VICTORIA BC V8V 4Z3
CANADA



DIRECTOR INFORMATION

Last Name, First Name, Middle Name:

FRIESEN, JOEL TIMOTHY (formerly Friesen, Joel Joel)

Mailing Address:

s.22

Delivery Address:

s.22

AUTHORIZED SHARE STRUCTURE

1. No Maximum

Common Shares

Without Par Value

Without Special Rights or
Restrictions attached



Number: BC1000433

CERTIFICATE OF INCORPORATION

BUSINESS CORPORATIONS ACT

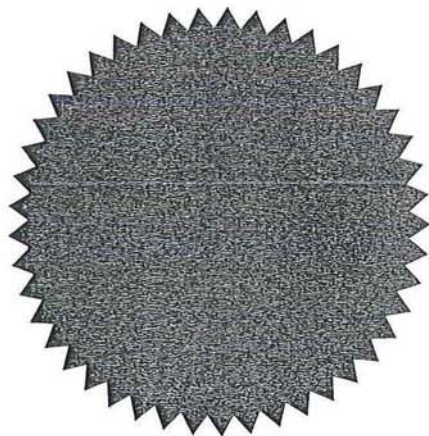
I Hereby Certify that 1000433 B.C. LTD. was incorporated under the Business Corporations Act on April 24, 2014 at 03:29 PM Pacific Time.

Issued under my hand at Victoria, British Columbia

On April 24, 2014

CAROL PREST

Registrar of Companies
Province of British Columbia
Canada





BC Registry
Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
www.corporateonline.gov.bc.ca

Location:
2nd Floor - 940 Blanshard Street
Victoria BC
250 356-8626

CERTIFIED COPY

Of a Document filed with the Province of
British Columbia Registrar of Companies

Notice of Articles

BUSINESS CORPORATIONS ACT

CAROL PREST

This Notice of Articles was issued by the Registrar on: April 24, 2014 03:29 PM Pacific Time

Incorporation Number: BC1000433

Recognition Date and Time: Incorporated on April 24, 2014 03:29 PM Pacific Time

NOTICE OF ARTICLES

Name of Company:

1000433 B.C. LTD.

REGISTERED OFFICE INFORMATION

Mailing Address:

1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA

Delivery Address:

1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA

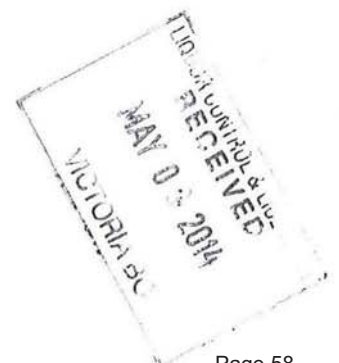
RECORDS OFFICE INFORMATION

Mailing Address:

1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA

Delivery Address:

1009 COOK STREET
VICTORIA BC V8V 3Z6
CANADA



DIRECTOR INFORMATION

Last Name, First Name, Middle Name:
HAWES, COLIN

Mailing Address:

Delivery Address:

s.22

s.22

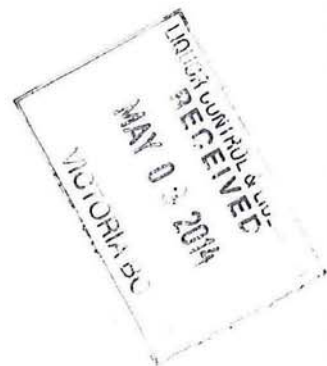
AUTHORIZED SHARE STRUCTURE

1. No Maximum

Common Shares

Without Par Value

Without Special Rights or
Restrictions attached





Personal History Summary and Consent to Criminal Record Search

Liquor Control and Licensing Form LCLB004

INSTRUCTIONS:

After completing this consent form, please submit it, along with your application and other required documents, to the Liquor Control and Licensing Branch Head Office. You may complete this form at your computer, then print. If you are completing this form by hand, please print clearly using dark ink.

- If you have any questions about completing this form, call the branch toll-free at: **1-866-209-2111**.
- LCLB forms and supporting materials referred to in this document can be found at: **www.pssg.gov.bc.ca/lclb**

Location of (proposed) licensed establishment, liquor manufacturer or liquor agency:

502 Discovery Street Victoria BC V8T 1G8
Street City Province Postal Code

Legal Entity Name: The Duke Saloon Ltd. Licence or Job #: 167968
(i.e. sole proprietor, partnership, private corporation, society) (not applicable if application is not already in progress)

Full Name: s.22 (last / first / middle) (year / month / day)

Birthplace: s.22 Have you used any other names? (Please check): s.22
If yes, please provide name details below:

Last name at birth: s.22 First and middle names at birth: s.22

Other last names used: Other first and middle names used:

Residence Address: s.22
Street City Province / Country Postal Code

Business Tel with area code: Business Fax with area code:

Personal Tel with area code: s.22 Business e-mail:

1. Do you reside in B.C. for the majority of the year (i.e., more than 6 months)? s.22

If NO, please provide details of where you reside for the remainder of the year:

2. Are you a permanent resident who has resided in Canada for less than the past five years? s.22

If yes, attach a copy of your "Record of Landing" (Form IMM1000, Permanent Resident Card or equivalent documentation), as provided by Citizenship and Immigration Canada when you entered the country, and a statutory declaration signed by a lawyer, Notary Public or Commissioner for Taking Affidavits stating that you have not been charged with, discharged, or convicted of a criminal or drug/alcohol-related offence; or providing details of any past charges, discharges, convictions or sentences outside of Canada. (For further information and to review a sample statutory declaration, refer to this LCLB web page:

http://www.pssg.gov.bc.ca/lclb/LLinBC/criminal_record_search.htm

3. Are you either living outside of Canada or a refugee who has been in Canada for less than five years? s.22

If yes, please attach a statutory declaration signed by a lawyer, Notary Public or Commissioner for Taking Affidavits stating that you have not been charged with, discharged or convicted of a criminal or drug/alcohol-related offence; or providing details of any past charges, discharges, convictions or sentences outside of Canada. To review a sample statutory declaration, refer to this LCLB web page: http://www.pssg.gov.bc.ca/lclb/LLinBC/criminal_record_search.htm

4. Have you ever held, or do you presently hold, an interest in a liquor licence? s.22

If yes, provide details of licence(s) or application(s): date, location, name of establishment, licence type, current status, etc.):

(Attach a separate sheet to this application if additional space is required.)

5. Do you currently hold a Rural Agency Store appointment from the Liquor Distribution Branch (LDB)? s.22

Note: If you are submitting an application for an agent's or manufacturer's licence, please select "N/A" for questions 6 and 7. All other applicants must answer "Yes" or "No" for questions 6 and 7.

6. Have you agreed with anyone to sell the liquor of a manufacturer to the exclusion of another liquor manufacturer?

s.22

If yes, provide details:

7. Do you or your immediate family members have any association with, or financial interest in, a liquor manufacturer, a liquor importer, or the agent of a liquor manufacturer/importer?

s.22

If yes, provide details:

8. Have you entered into a Shareholder Agreement, Profit Sharing Agreement or other similar agreement with anyone not named in the licence application?

s.22

If yes, provide details (including percentage of interest shared with others):

9. Have you received any alcohol-related driving infractions in the past five (5) years in Canada or under the laws of any other country or state?

s.22

If yes, provide one of the following:

(a) For driving infractions in Canada, provide a copy of your driver's abstract (driving record) for the past five (5) years. For information on how to acquire a copy of your BC driver's abstract, visit www.icbc.com/driver-licensing/driving-record or call in Victoria 250-978-8300 or elsewhere in BC 1-800-950-1498. For information on how to acquire a copy of your driver's abstract for any other Canadian jurisdiction, contact that jurisdiction directly.

(b) For driving infractions outside of Canada, provide a statutory declaration signed by a lawyer, Notary Public or Commissioner for Taking Affidavits that details the infraction, the date and the sentence or fine. (if not required on Question 3) For further information and to view a sample statutory declaration, refer to this LCLB web page: http://www.pssg.gov.bc.ca/lclb/LLinBC/criminal_record_search.htm

10. Have you ever been charged with, discharged or convicted of, a criminal or drug/alcohol related offence under the laws of any country or the laws or bylaws of any provincial, state or local government?

s.22

If yes, provide the following:

(i) a statutory declaration signed by a lawyer, Notary Public or Commissioner for Taking Affidavits providing details (i.e. date, disposition and sentence or fine, if applicable) of any charges, discharges, convictions or sentences inside or outside of Canada. For further information and to view a sample statutory declaration, refer to this LCLB web page: http://www.pssg.gov.bc.ca/lclb/LLinBC/criminal_record_search.htm

(ii) a copy of your driver's abstract (driving record) for the past five (5) years. For information on how to acquire a copy of your BC driver's abstract please visit www.icbc.com/driver-licensing/driving-record or call in Victoria 250-978-8300 or elsewhere in BC 1-800-950-1498. For information on how to acquire a copy of your driver's abstract for any other Canadian jurisdiction, please contact that jurisdiction directly.

If you have been issued a driver's licence outside Canada in the past five (5) years, provide a statutory declaration signed by a lawyer, Notary Public, or Commissioner for Taking Affidavits that states you have or have not received any alcohol-related driving infractions in the past five years. If you have received any alcohol-related infractions, provide details of the infraction, the date, sentence or fine if applicable.

11. Attach a legible (colour preferred) photocopy of your driver's licence, passport or any other government-issued photo ID.

12. Attach completed "Consent for Disclosure of Criminal Record Information" form (RCMP GRC3584)

DECLARATION AND AUTHORIZATION

My signature below indicates I understand and acknowledge that :

1. All the information given is true and complete to the best of my knowledge. Section 15(2) of the *Liquor Control and Licensing Act* states "A person applying for the issue, renewal, transfer or amendment of a licence who fails to disclose a material fact required by the form of application or makes a false or misleading statement in the form of application, commits an offence."
2. If the Liquor Control and Licensing Branch grants a licence as a result of this application, it will be granted **only** to the person(s) named in the application, or to a private corporation containing the principal shareholders and executive officers named in the application or to a public corporation or society containing the executive officers named in the application.
3. My signature authorizes the Royal Canadian Mounted Police to inquire into, and determine whether or not I may have a criminal record and report their findings to the Liquor Control and Licensing Branch. If necessary, I will provide my fingerprints to verify whether or not I may have a criminal record.
4. I understand I must provide a copy of my driving record for the past five (5) years if requested by the general manager.

Signature of Individual: _____

s.22

Date signed: May 7/14

Freedom of Information and Protection of Privacy Act - the information for a liquor licence is collected under the authority of the Liquor Control and Licensing Act (RSBC 1996, c.267, s.15). The information is collected for the purpose of determining your eligibility for a liquor licence. Information may also be used by the Liquor Distribution Branch to determine your eligibility to purchase liquor. If you have any questions about the collection, use or disclosure of this information, please contact the Liquor Control and Licensing Branch.

Pages 62 through 63 redacted for the following reasons:

s.22



Personal History Summary and Consent to Criminal Record Search

Liquor Control and Licensing Form LCLB004

INSTRUCTIONS:

After completing this consent form, please submit it, along with your application and other required documents, to the Liquor Control and Licensing Branch Head Office. You may complete this form at your computer, then print. If you are completing this form by hand, please print clearly using dark ink.

- If you have any questions about completing this form, call the branch toll-free at: **1-866-209-2111**.
- LCLB forms and supporting materials referred to in this document can be found at: **www.pssg.gov.bc.ca/lclb**

Location of (proposed) licensed establishment, liquor manufacturer or liquor agency:

502 Discovery Street Victoria BC V8T 1G8
Street City Province Postal Code

Legal Entity Name: The Duke Saloon Ltd. Licence or Job #: 167968
(i.e. sole proprietor, partnership, private corporation, society) (not applicable if application is not already in progress)

Full Name: s.22
(last / first / middle) (year / month / day)

Birthplace: s.22 Have you used any other names? (Please check): s.22
If yes, please provide name details below:

Last name at birth: s.22 First and middle names at birth: s.22

Other last names used: Other first and middle names used:

Residence Address: s.22
Street City Province / Country Postal Code

Business Tel with area code: Business Fax with area code:

Personal Tel with area code: s.22 Business e-mail: s.22

1. Do you reside in B.C. for the majority of the year (i.e., more than 6 months)? s.22
If **NO**, please provide details of where you reside for the remainder of the year:

2. Are you a permanent resident who has resided in Canada for less than the past five years? s.22
If **yes**, attach a copy of your "Record of Landing" (Form IMM1000, Permanent Resident Card or equivalent documentation), as provided by Citizenship and Immigration Canada when you entered the country, and a statutory declaration signed by a lawyer, Notary Public or Commissioner for Taking Affidavits stating that you have not been charged with, discharged, or convicted of a criminal or drug/alcohol-related offence; or providing details of any past charges, discharges, convictions or sentences outside of Canada. (For further information and to review a sample statutory declaration, refer to this LCLB web page:
http://www.pssg.gov.bc.ca/lclb/LLinBC/criminal_record_search.htm

3. Are you either living outside of Canada or a refugee who has been in Canada for less than five years? s.22
If **yes**, please attach a statutory declaration signed by a lawyer, Notary Public or Commissioner for Taking Affidavits stating that you have not been charged with, discharged or convicted of a criminal or drug/alcohol-related offence; or providing details of any past charges, discharges, convictions or sentences outside of Canada. To review a sample statutory declaration, refer to this LCLB web page: http://www.pssg.gov.bc.ca/lclb/LLinBC/criminal_record_search.htm

4. Have you ever held, or do you presently hold, an interest in a liquor licence? s.22
If **yes**, provide details of licence(s) or application(s): date, location, name of establishment, licence type, current status, etc.):

(Attach a separate sheet to this application if additional space is required.)

5. Do you currently hold a Rural Agency Store appointment from the Liquor Distribution Branch (LDB)? s.22



Note: If you are submitting an application for an agent's or manufacturer's licence, please select "N/A" for questions 6 and 7. All other applicants must answer "Yes" or "No" for questions 6 and 7.

6. Have you agreed with anyone to sell the liquor of a manufacturer to the exclusion of another liquor manufacturer?

s.22

If yes, provide details:

7. Do you or your immediate family members have any association with, or financial interest in, a liquor manufacturer, a liquor importer, or the agent of a liquor manufacturer/importer?

s.22

If yes, provide details:

8. Have you entered into a Shareholder Agreement, Profit Sharing Agreement or other similar agreement with anyone not named in the licence application?

s.22

If yes, provide details (including percentage of interest shared with others):

9. Have you received any alcohol-related driving infractions in the past five (5) years in Canada or under the laws of any other country or state?

s.22

If yes, provide one of the following:

- For driving infractions in Canada, provide a copy of your driver's abstract (driving record) for the past five (5) years. For information on how to acquire a copy of your BC driver's abstract, visit www.icbc.com/driver-licensing/driving-record or call in Victoria 250-978-8300 or elsewhere in BC 1-800-950-1498. For information on how to acquire a copy of your driver's abstract for any other Canadian jurisdiction, contact that jurisdiction directly.
- For driving infractions outside of Canada, provide a statutory declaration signed by a lawyer, Notary Public or Commissioner for Taking Affidavits that details the infraction, the date and the sentence or fine. (if not required on Question 3) For further information and to view a sample statutory declaration, refer to this LCLB web page: http://www.pssg.gov.bc.ca/lclb/LLinBC/criminal_record_search.htm

10. Have you ever been charged with, discharged or convicted of, a criminal or drug/alcohol related offence under the laws of any country or the laws or bylaws of any provincial, state or local government?

s.22

If yes, provide the following:

- a statutory declaration signed by a lawyer, Notary Public or Commissioner for Taking Affidavits providing details (i.e. date, disposition and sentence or fine, if applicable) of any charges, discharges, convictions or sentences inside or outside of Canada. For further information and to view a sample statutory declaration, refer to this LCLB web page: http://www.pssg.gov.bc.ca/lclb/LLinBC/criminal_record_search.htm
- a copy of your driver's abstract (driving record) for the past five (5) years. For information on how to acquire a copy of your BC driver's abstract please visit www.icbc.com/driver-licensing/driving-record or call in Victoria 250-978-8300 or elsewhere in BC 1-800-950-1498. For information on how to acquire a copy of your driver's abstract for any other Canadian jurisdiction, please contact that jurisdiction directly.
If you have been issued a driver's licence outside Canada in the past five (5) years, provide a statutory declaration signed by a lawyer, Notary Public, or Commissioner for Taking Affidavits that states you have or have not received any alcohol-related driving infractions in the past five years. If you have received any alcohol-related infractions, provide details of the infraction, the date, sentence or fine if applicable.

11. Attach a legible (colour preferred) photocopy of your driver's licence, passport or any other government-issued photo ID
12. Attach completed "Consent for Disclosure of Criminal Record Information" form (RCMP GRC3584)

DECLARATION AND AUTHORIZATION

My signature below indicates I understand and acknowledge that:

- All the information given is true and complete to the best of my knowledge. Section 15(2) of the *Liquor Control and Licensing Act* states "A person applying for the issue, renewal, transfer or amendment of a licence who fails to disclose a material fact required by the form of application or makes a false or misleading statement in the form of application, commits an offence."
- If the Liquor Control and Licensing Branch grants a licence as a result of this application, it will be granted **only** to the person(s) named in the application, or to a private corporation containing the principal shareholders and executive officers named in the application or to a public corporation or society containing the executive officers named in the application.
- My signature authorizes the Royal Canadian Mounted Police to inquire into, and determine whether or not I may have a criminal record and report their findings to the Liquor Control and Licensing Branch. If necessary, I will provide my fingerprints to verify whether or not I may have a criminal record.
- I understand I must provide a copy of my driving record for the past five (5) years if requested by the general manager.

Signature of Individual:-

s.22

Date signed:

Feb 12/2014

Freedom of Information and Protection of Privacy Act - the information for a liquor licence is collected under the authority of the Liquor Control and Licensing Act (RSBC 1996, c.267, s.15). The information is collected for the purpose of determining your eligibility for a liquor licence. Information may also be used by the Liquor Distribution Branch to determine your eligibility to purchase liquor. If you have any questions about the collection, use or disclosure of this information, please contact the Liquor Control and Licensing Branch.

Pages 66 through 67 redacted for the following reasons:

s.22

Sketch of Proposed New Garage

The Duke Saloon

(near lights)





Ministry of Energy
and Mines

Liquor Control and
Licensing Branch

REQUEST FOR CPIC CRIMINAL RECORD CHECK

TO: RCMP Victoria Sub-division, Criminal Records Review Agency Phone: (250) 380-6114 Fax: 250 380-6262

Note: The information contained in this fax is supported by the attached Consent for Disclosure of Criminal Record Information (RCMP GRC3584) for each individual recorded below. This cover sheet serves only as a tool for exchanging information between the RCMP and the Liquor Control and Licensing Branch and by itself is not considered sufficient to request a CPIC.

FROM: Liquor Control and Licensing Branch, Victoria, BC Phone: (250) 952-5787 Fax: (250) 952-7034

LIQUOR CONTROL AND LICENSING BRANCH USE ONLY (Please print or type clearly.)

Requested By: Katie Ray-Wilks Phone #: (250) 952-7057

Date of Fax: May 22, 2014

The following information is requested for an individual or individuals associated with the following:

Establishment Name: The Rehab

Licensee:

Job Number: 702380-44

Licence Number: 167968 Application Type: TRA

DATE: 2014 MAY 22
NAME: R.D. SWEETLAND

CPIC OPERATOR USE ONLY (Please print or type clearly.)

CPIC Operator: R.D. SWEETLAND

Date of Search: 2014 MAY 22

NOTE: The CPIC information below is based on information provided to the operator as of the date shown above. Information can only be confirmed by fingerprint verification.

s.16

s.22

s.22

s.22

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s.22

s.22

The information in this fax is confidential and is intended for the use of the Liquor Control and Licensing Branch. Disclosure of message content may breach one or more laws. If you have received this communication, please notify the sender immediately by telephone.

R.C.M. Police
Criminal Records
Review Unit
Victoria, BC

RECEIVED
MAY 22 2014
PM VICTORIA BC

The Duke Saloon Ltd.

Common No Max

Phantom Investments Ltd

↳ Ben Hampton.

s.22

Universal Abundance

↳ Rene Spielman.

s.22

0993769 BCLtd. (Feb 13/14)

↳ Joel Friesen

- CSR ✓
- .NOA ✓
- .COI ✓

s.22

Feb 13/14

817890031

930 Yates 1

#307

VGV 423

BC

1000433 BCLtd.

↳ Corky Ray Joseph
Hawes

s.22

↳ Apr 24/14

807464631

Pages 71 through 72 redacted for the following reasons:

s.16, s.22